

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

AMERICAN LAFRANCE, LLC

Debtor.

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Chapter 11

Case No. 08-10178 (BLS)

**AMENDED DISCLOSURE STATEMENT UNDER 11 U.S.C. § 1125 IN SUPPORT OF
PLAN OF REORGANIZATION OF AMERICAN LAFRANCE, LLC**

THIS AMENDED DISCLOSURE STATEMENT HAS NOT YET BEEN APPROVED BY THE BANKRUPTCY COURT, BUT IS BEING TRANSMITTED TO YOU IN CONNECTION WITH THE DEBTOR-IN-POSSESSION'S REQUEST THAT IT BE APPROVED BY THE BANKRUPTCY COURT. ACCORDINGLY, THE TRANSMISSION OF THIS DISCLOSURE STATEMENT TO YOU IS NOT A SOLICITATION OF YOUR VOTE ON THE PLAN.

Dated: March 11, 2008

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I. INTRODUCTION

American LaFrance, LLC (“ALF” or the “Debtor”), submits this Amended *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Plan of Reorganization of American LaFrance, LLC* (as may be amended, the “Disclosure Statement”). This Disclosure Statement is to be used in connection with the solicitation of votes on the Amended *Plan of Reorganization of American LaFrance, LLC* (the “Plan”). A copy of the Plan is attached hereto as **Exhibit A**. Unless otherwise defined herein, capitalized terms used herein have the meanings ascribed thereto in the Plan (see Article II. of the Plan entitled “Definitions”).

In addition to the Plan, the Debtor has filed its Motion for an Order Pursuant to 11 U.S.C. §§ 105, 363, and 365 and Rules 2002, 6004, 6006, and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Sale of Substantially All of Its Assets; (B) Approving an Asset Purchase Agreement, Subject to Higher and/or Better Offers; (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (D) Granting Related Relief (the “Sale Motion”). If the Plan is confirmed, the Debtor will withdraw the Sale Motion. **If the Plan is not confirmed, the Debtor will proceed with the Sale Motion and cause the liquidation of its remaining assets. It is anticipated that, if the Debtor were liquidated, Holders of General Unsecured Claims would not be entitled to any distribution.**

A. Notice to Holders of Claims and Interests

The purpose of this Disclosure Statement is to enable Creditors and Interest Holders of the Debtor whose Claims and Interests are impaired to make an informed decision in exercising their right to vote to accept or reject the Plan.

THIS DISCLOSURE STATEMENT CONTAINS INFORMATION THAT MAY BEAR ON YOUR DECISION TO ACCEPT OR REJECT THE PLAN. PLEASE READ THIS DOCUMENT CAREFULLY.

On _____, 2008, the Bankruptcy Court entered an order pursuant to Bankruptcy Code section 1125 (the “Disclosure Statement Order”) approving this Disclosure Statement as containing information of a kind, and in sufficient detail, adequate to enable a hypothetical, reasonable investor, typical of the solicited holders of Claims against and Interests in the Debtor, to make an informed judgment with respect to the acceptance or rejection of the Plan. A copy of the Disclosure Statement Order is included in the materials accompanying this Disclosure Statement.

APPROVAL OF THIS DISCLOSURE STATEMENT BY THE BANKRUPTCY COURT DOES NOT CONSTITUTE A DETERMINATION BY THE BANKRUPTCY COURT REGARDING THE FAIRNESS OR MERITS OF THE PLAN.

Each holder of a Claim entitled to vote to accept or reject the Plan should read this Disclosure Statement and the Plan in their entirety before voting. No solicitation of votes to

accept or reject the Plan may be made except pursuant to this Disclosure Statement and Bankruptcy Code section 1125. No entity entitled to vote on the Plan should rely on any information relating to the Debtor, its business, or the Plan other than that contained in the Disclosure Statement and the exhibits hereto. Unless otherwise indicated, the source of all information set forth herein is the Debtor and his professionals.

After carefully reviewing this Disclosure Statement, including the attached exhibits and schedules, please indicate your acceptance or rejection of the Plan by voting in favor of or against the Plan on the enclosed ballot and returning the same to the address set forth on the ballot, in the enclosed return envelope so that it will be received by the Balloting Agent, no later than 4:30 p.m., Prevailing Pacific Time, on April 4, 2008.

If you do not vote to accept the Plan, or if you are the holder of an unimpaired Claim, you may be bound by the Plan if the requisite holders of Claims accept it.

TO BE SURE YOUR BALLOT IS COUNTED, YOUR BALLOT MUST BE RECEIVED NO LATER THAN 4:30 P.M., PREVAILING PACIFIC TIME, ON APRIL 4, 2008.

Pursuant to Bankruptcy Code section 1128, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has scheduled a pre-trial hearing to consider confirmation of the Plan (the “Pre-Trial Confirmation Hearing”), on April 9, 2008, at 10:00 a.m., (Eastern Time) and a hearing to consider all confirmation issues not resolved at the Pre-Trial Confirmation Hearing on April 18, 2008 at 10:00 a.m. (Eastern Time) (the “Confirmation Hearing”). The Bankruptcy Court has directed that objections, if any, to confirmation of the Plan be filed and served on or before April 2, 2008, 4:00 p.m. (Eastern Time) in the manner described under the caption, “Confirmation of the Plan” set forth below.

II. EXPLANATION OF CHAPTER 11

A. Overview of Chapter 11

Chapter 11 is the principal reorganization chapter of the Bankruptcy Code. Under chapter 11, a debtor-in-possession attempts to reorganize its business and financial affairs or liquidate its property and assets for the benefit of the debtor, its creditors, and other interested parties.

The commencement of a chapter 11 case creates an estate comprising all of the debtor’s legal and equitable interests in property as of the date the bankruptcy petition is filed. Unless the Bankruptcy Court orders the appointment of a trustee, Bankruptcy Code sections 1107 and 1108 provide that a chapter 11 debtor may continue to operate its business and control the assets of its estate as a “debtor-in-possession.”

The filing of a chapter 11 petition also triggers the automatic stay under Bankruptcy Code section 362. The automatic stay halts essentially all attempts to collect pre-petition claims from

the debtor or to otherwise interfere with the debtor's business or its bankruptcy estate, subject to certain specifically limited exceptions as set forth in the Bankruptcy Code.

Formulation of a plan of reorganization is the principal purpose of a chapter 11 case. The plan of reorganization sets forth the means for satisfying the claims of creditors against and interests of equity holders in the debtor. Unless a trustee is appointed, only the debtor-in-possession may file a plan during the first 120 days of a chapter 11 case (the "Exclusive Period"). After the Exclusive Period has expired, a creditor or any other interested party may file a plan, unless the debtor files a plan within the Exclusive Period. If a debtor files a plan within the Exclusive Period, the debtor is given an additional 60 days (the "Solicitation Period") to solicit acceptances of its plan. Bankruptcy Code section 1121(d) permits the Bankruptcy Court to extend or reduce the Exclusive Period and the Solicitation Period on a showing of adequate "cause." By filing this Plan within the Exclusive Period, the Debtor has the sole right to solicit acceptances of the Plan.

B. Plan of Reorganization

The debtor initially has the exclusive right to file a plan in the case. In this case, the Debtor has done so by filing a Plan in the first week of the case. After a plan is filed, the holders of certain claims against or interests in a debtor are permitted to vote on whether to accept or reject the plan. Chapter 11 does not require that each holder of a claim against or interest in a debtor vote in favor of a plan for the plan to be confirmed. At a minimum, however, if there is an impaired class, a plan must be accepted by a majority in number and two-thirds in amount of those claims actually voting from at least one class of claims impaired under the plan. The Bankruptcy Code also defines acceptance of a plan by a class of interests as acceptance by holders of two-thirds of the number of shares actually voted.

Classes of claims or interests that are not "impaired" under a plan of reorganization are conclusively presumed to have accepted the plan, and are therefore not entitled to vote. A class is "impaired" if the plan modifies the legal, equitable, or contractual rights attaching to the claims or interests of that class. Modification for purposes of impairment does not include curing defaults and reinstating maturity. Classes of claims or interests that receive or retain no property under a plan of reorganization are conclusively presumed to have rejected the plan and are therefore not entitled to vote.

Even if all classes of claims and interests accept a plan of reorganization/liquidation, the Bankruptcy Court may nonetheless deny confirmation. Bankruptcy Code section 1129 sets forth the requirements for confirmation and, among other things, requires that a plan be in the "best interests" of impaired and dissenting creditors and interest holders and that the plan be feasible. The "best interests" test generally requires that the value of the consideration to be distributed to impaired and dissenting creditors and interest holders under a plan may not be less than those parties would receive if the debtor were liquidated under a hypothetical liquidation occurring under chapter 7 of the Bankruptcy Code. A plan must also be "feasible," which generally requires a finding that there is a reasonable probability that the debtor will be able to perform the obligations incurred under the plan and that the debtor will be able to continue operations without the need for further financial reorganization or liquidation.

The Bankruptcy Court may confirm a plan of reorganization/liquidation even though not all of the classes of impaired claims and interests accept it. The Court may do so under the “cramdown” provisions of Bankruptcy Code section 1129(b). For a plan to be confirmed under the cramdown provisions, despite the rejection of a class of impaired claims or interests, the proponent of the plan must show, among other things, that the plan does not discriminate unfairly and that it is fair and equitable with respect to each impaired class of claims or interests that has not accepted the plan.

If the proponent of the plan proposes to seek confirmation of the plan under the cramdown provisions of the Bankruptcy Code, the Bankruptcy Court must further find that the economic terms of the particular plan meet the specific requirements of Bankruptcy Code section 1129(b) with respect to the subject objecting class. The proponent must also meet all applicable requirements of Bankruptcy Code section 1129(a) (except section 1129(a)(8)). Those requirements include the requirements that: (i) the plan comply with applicable Bankruptcy Code provisions and other applicable law, (ii) the plan be proposed in good faith, and (iii) at least one impaired class of creditors or interest holders has voted to accept the plan.

III. HISTORY OF THE DEBTOR AND SIGNIFICANT EVENTS IN THE BANKRUPTCY CASES

A. Information Provided Herein

Certain of the information set forth below has been provided by the Debtor, employees of the Debtor, and external sources. The Debtor used a combination of the information provided by these sources together with its own analysis regarding the impact of the Plan on the rights and liabilities of the Debtor and all Creditors of the estate. While the Debtor has attempted to provide information from sources believed to be reliable, the Debtor has not independently verified the accuracy of all of the information. The information contained herein has not been subject to an audit. Neither the Debtor nor its counsel represents or warrants the accuracy of discussions of past or future events.

B. Overview

1. ALF’s History

Present-day ALF, through its predecessor entities, is one of the oldest fire-apparatus manufacturers in America, dating back to the founding of the business in 1832. In 1872, during the American Industrial Revolution, Truckson LaFrance and his partners started the LaFrance Manufacturing Company to produce hand pumps and rotary steam engines based on LaFrance’s new patents. At the turn of the century, the LaFrance Fire Engine Company joined with the American Fire Engine Company to become the American LaFrance Fire Engine Company. In the 1950’s, Sterling Precision purchased ALF. Ownership of ALF was transferred to ATO-Figgie in 1966 and then to Freightliner, LLC (“Freightliner”) in 1995. In December 2005, Freightliner transferred its ownership of ALF to the current owner, American LaFrance LLC.

Today, ALF is a leading brand of custom-made, fire-fighting and fire-rescue vehicles, ambulances, and heavy-duty vocational vehicles. ALF offers customers a full-line, single-source solution of custom and commercial fire apparatuses and emergency vehicles, including aerials, pumpers, tankers, heavy-duty rescue vehicles, advance-care ambulances and rescue vehicles (the “Emergency Vehicles”). Amongst the Emergency Vehicles are fire apparatuses that ALF assembles on commercially available chassis. Since 2000, in addition to the Emergency Vehicles, ALF has offered customers the Condor – a heavy-duty, low-cab-forward chassis for multi-application vehicles (the “Condor Vehicles”). The versatility of the Condor chassis allows ALF customers to utilize the chassis for a variety of applications, including customization as refuse vehicles, concrete pumps, dump trucks, aircraft deicers, aircraft refuelers, truck-mounted cranes, sewer cleaning and maintenance trucks, and highway striping vehicles. ALF also operates an extensive service, parts, and refurbishment business for its Emergency Vehicles and Condor Vehicles (the “Support Business”).

In general, ALF’s Emergency Vehicle customers are cities and municipalities that seek bids from ALF to build, customize, and supply their Emergency Vehicles. ALF’s largest customers include the City of San Francisco, the City of San Antonio, the City of Phoenix, the City of New York City, the City of Houston, the City of Charlotte, and the City of Los Angeles. ALF remains one of the top six suppliers of Emergency Vehicles in North America.

Since its introduction in 2000, the Condor Vehicle line has emerged as an industry leader for vocational vehicles. ALF’s Condor customers include a wide variety of public and private organizations that have a need for the Condor Vehicles’ versatility.

2. ALF’s Operations

ALF operated eight manufacturing/servicing facilities and two company-owned vehicle dealerships as of the Petition Date. As outlined on the summary chart of ALF’s facilities attached hereto as **Exhibit B**, the manufacturing facilities are located in Summerville, South Carolina (which includes ALF’s corporate headquarters); Jedburg, South Carolina; Ephrata, Pennsylvania; Hamburg, New York; and Sanford, Florida. Service facilities are located in Hanahan, South Carolina; Lebanon, Pennsylvania; and Lake Mary, Florida. The company-owned dealerships are located in Los Angeles, California and Portland, Oregon. All of the facilities described in this paragraph are leased from third-party landlords with the exception of the Lebanon, Pennsylvania and Sanford, Florida, which are owned by ALF.

Prior to the Petition Date, ALF began the process of winding-down operations at its Sanford, Florida; Lake Mary, Florida; Hanahan, South Carolina; Lebanon, Pennsylvania; Jedburg, South Carolina; and Portland, Oregon locations. Functions previously provided at these locations are being transferred to ALF’s remaining facilities.

ALF also has a distribution network of over 150 third-party dealers in the United States, Canada, Mexico, and Australia. ALF maintains informational websites at www.americanlafrance.com, www.condortrucks.com and www.condornest.com.

As of the Petition Date, ALF had approximately 955 United States employees (682 hourly and 273 salaried). ALF's employees are not parties to any union contract.

3. ALF's Products

ALF's product line includes the Emergency Vehicles and the Condor Vehicles, and ALF also operates the Support Business.

ALF's lines of vehicles include the following:

- a. Fire Vehicles:
 - i. Pumpers: ALF's line of pumpers, which are designed to bring water or chemicals to the scene of a fire, include conventional pumpers, specially-designed rescue configurations, mini-pumpers, and off-road models.
 - ii. Aerials: ALF provides a line of aerial ladders and platforms, designed to allow emergency access to various elevations.
 - iii. Rescues: ALF's rescue vehicles are designed to adapt to a variety of duties from traditional rescue situations to dive and high-angle operations.
 - iv. Tankers: ALF tankers deliver large supplies of water to the fire scene.
- b. Ambulances: ALF manufactures the MedicMaster Medium Duty customized ambulance vehicle.
- c. Condor Chassis: Condor is built for high duty-cycle work applications like commercial and residential refuse service, home fuel oil delivery, construction and aircraft refueling.

ALF manufactures the chassis for both Emergency Vehicles and Condor Vehicles. Thereafter, the manufacturing process for Emergency Vehicles and the Condor Vehicles are dramatically different. Emergency Vehicles require component parts that, for the most part, are specified by the customer, resulting in customized construction on a truck-by-truck basis. On the other hand, Condor Vehicles are substantially standardized with few options available to the customer.

ALF also maintains the Support Business. The programs offered as part of the Support Business include a variety of refurbishments, ranging from an overhaul of fire-fighting systems through replacement of vehicle superstructures. ALF's hundreds of Emergency Vehicles and Condor Vehicles currently in service create service, parts, and refurbishment opportunities.

4. Intellectual Property

ALF owns a number of the trademarks, service marks, copyright registrations and design patents used in its business, including United States and foreign trademark and patent registrations. On or about February 2, 2008, ALF filed its Schedules and Statement of Financial Affairs (the “Schedules and Statement”).¹ A list of intellectual property owned by ALF is included in the Debtor’s Schedules and Statement, which are available at <http://www.kccllc.net/ALF>.²

5. Legal Proceedings

ALF is involved from time to time in litigation arising in the ordinary course of its business. In addition, ALF is a defendant in several actions related to the collection of debts allegedly owed by ALF. Finally, ALF is a defendant in litigation brought by Freightliner in the New York Supreme Court based on claims in the alleged amount of approximately \$10 million arising from the transition of ALF’s operations from Freightliner to ALF. A list of pending litigation as of the Petition Date is included in the Debtor’s Schedules and Statement.

6. Management

ALF’s current management team is led by Mr. William J. Hinz, Chief Executive Officer. Mr. Hinz has more than 40 years of experience leading manufacturing companies in the aerospace, biotechnology, and telecommunications industries. Mr. Hinz spent almost 30 years at Allied Signal, Inc. where he served, among other roles, as the President of Worldwide Aftermarket Repair and Overhaul and Distribution, as well as President and CEO of European Operations. Mr. Hinz was appointed CEO on or about October 18, 2007. Mr. Hinz is an employee of Patriarch Partners Management Group LLC (“PPMG”), an affiliate of Patriarch Partners Agency Services, LLC (“PPAS”), agent for the Debtor’s Pre-Petition Lenders.³ PPMG provides Mr. Hinz’s services, and the services of certain other executives, to ALF pursuant to a Letter Agreement dated October 1, 2007, by and between PPMG and ALF.

ALF has engaged Mr. William Snyder as Chief Restructuring Officer. The Bankruptcy Court approved the engagement of Mr. Snyder as CRO and his firm CRG Partners Group, LLC (“CRG”) as ALF’s financial advisors pursuant to an order dated February 22, 2008. Mr. Snyder is a managing partner with CRG. Mr. Snyder has extensive experience in interim management, particularly with companies in bankruptcy. Mr. Snyder has served as a CRO/Examiner/Independent Professional in several other bankruptcy cases including, among others, *In re McCommas LFG Processing Partners, LP*, Case No. 07-32219 (Bankr. N.D. Tex. 2007); *In re Mirant Corporation*, Case No. 03-46590 (Bankr. N.D. Tex. 2003); *In re Cafeteria Operators, L.P. d/b/a Furr’s Cafeteria*, Case No. 03-30179 (Bankr. N.D. Tex. 2003); *In re Data*

¹ Portions of the Schedules and Statement have been amended, and further amendments may be filed.

² The Debtor’s Schedules and Statement of Financial Affairs are qualified by the “Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtor’s Statement of Financial Affairs With Schedules” filed contemporaneously with the Debtor’s Schedules and Statement of Financial Affairs.

³ Additional information regarding the relationship between PPAS and PPMG is provided in section B.7. herein.

VoN, Inc., Case No. 02-38600 (Bankr. N.D. Tex. 2002); and *In re Denton County Electric Cooperative, Inc. d/b/a CoServe Electric*, Case No. 02-40665 (Bankr. N.D. Tex. 2002). Prior to his engagement in this matter, Mr. Snyder was not affiliated with ALF, the Pre-Petition Lenders, or any of their affiliates other than as disclosed in the Declaration Of William Snyder In Support Of The Motion Of The Debtor Pursuant To 11 U.S.C. § 363 For Entry Of An Order Approving The Retention Of CRG Partners Group LLC As Financial Advisors To The Debtor And Designating William Snyder As Chief Restructuring Officer Of The Debtor.

The remainder of ALF's current management team includes: Scott Barnes (Vice President, Sales), Donald Ball (Vice President, Purchasing), and Jimmy Rogers (Vice President, Sales and Marketing). These individuals are all employed by ALF and not by PPMG.

ALF has been conducting a search for candidates to fill the vacant roles of Chief Financial Officer and Chief Operating Officer and to replace certain PPMG-provided personnel with permanent management. In the weeks before the hearing on this Disclosure Statement, ALF retained A. Matthew Karmel to serve as Chief Executive Officer. Mr. Karmel is currently the President of Asia – Pacific operations of MAG – Industrial Automation Systems, USA, the third largest machine tool supplier in the world. Mr. Karmel has over twelve years of general management experience with engineering, manufacturing, and logistics companies in automotive, industrial, and technology industries. Mr. Karmel's experience includes management roles with Detroit Diesel Corporation and Ford Motor Company as well as a French-based \$13 billion automotive supplier. ALF anticipates that Mr. Hinz will remain as part of senior management upon Mr. Karmel's arrival in April 2008.

7. Business Organization, Ownership and Related Parties

ALF is a limited liability company organized under the laws of the State of Delaware pursuant to the Delaware Limited Liability Company Act, as amended. ALF was formed on October 25, 2005. The management of ALF's affairs is vested in ALF's Board of Managers. Currently, the sole member of the Board of Managers is Ms. Lynn Tilton. Upon Mr. Karmel's arrival, it is anticipated that Mr. Hinz will become chairman of the Board of Managers. One hundred percent of the membership interests of ALF are owed by funds managed by affiliates of PPAS, including: ARK II CLO 2000-1 ("ARK II"), Limited, ZOHAR CDO 2003-1, Limited ("ZOHAR"), ZOHAR II 2005-1, Limited ("ZOHAR II"), and ZOHAR III, Limited ("ZOHAR III, and together with ARK II, ZOHAR I, and ZOHAR II, collectively, the "Funds").

As noted above, PPAS serves as agent to ZOHAR, ZOHAR II, and ZOHAR III, which are the Pre-Petition Lenders and the lenders that provided the DIP Financing. PPAS is an affiliate of PPMG, which provides certain executive management services to ALF as discussed in Section III.B.6 above.

C. Events Leading to Chapter 11 Filings

1. Conversion from Freightliner Systems

Prior to December 2005, the assets and business now owned by ALF were operated as subsidiaries of Freightliner. After an extensive marketing campaign by Freightliner's investment banker, Donnelly Penman & Partners, ALF was formed and acquired the business operations discussed above in December 2005. At the time of the sale, ALF and Freightliner executed a transition agreement (the "Transition Services Agreement") whereby Freightliner agreed to provide accounting, inventory, payroll, and manufacturing-process services to ALF through June 2007. As a result of the Transition Services Agreement, ALF in essence "outsourced" management and operational functions to Freightliner as set forth in the Transition Services Agreement. In June 2007, pursuant to the Transition Services Agreement, ALF's systems were disengaged from the Freightliner systems. Leading up to the disengagement, ALF, through contractors, created a stand-alone enterprise resource planning system (the "ERP System") to handle the functions previously provided by Freightliner.

Almost immediately upon the changeover to the ERP System, ALF recognized serious deficiencies with the system that had a crippling impact on ALF's operations. Some of the problems that ALF encountered in implementing the ERP System include, among others: (a) inability to reconcile data between the Freightliner system and the ERP System; (b) incorrect or incomplete inventory, purchasing, and customer data due to problems with the Freightliner system and the conversion of the data to the ERP System; (c) inaccurate or incomplete vehicle configurations loaded in the ERP System; (d) insufficient training on the ERP System; and (e) missing financial information including accounts-payable detail, incomplete or inaccurate accounts-receivable data, and inaccurate beginning general-ledger balances.

For the next several months following the changeover, ALF attempted to solve the plethora of problems with the ERP system. Despite such efforts, as a direct result of the problems with the ERP System, ALF became unable to complete the manufacture of many pre-ordered vehicles.

The manufacture of highly-customized Emergency Vehicles requires the availability of a large number of inventory SKUs at key points in the production process. The conversion from the Freightliner system to the ERP System resulted in the inability to account for inventory on a reliable basis. This, in turn, severely limited ALF's ability to deliver completed products to its customers. Consequently, ALF's inability to deliver vehicles had an immediate impact on ALF's cash flow and created a liquidity crisis.

2. Business Disruption Caused by Relocation and Consolidation at Summerville

In July 2007, ALF relocated its headquarters from Ladson, South Carolina to Summerville, South Carolina. In addition, ALF began to consolidate operations historically provided at locations outside of Summerville. At the time of the move, the Summerville facility was in the latter stages of construction but was not yet complete. The move and consolidation required a temporary shutdown of production and caused a temporary lag in ALF's production

cycle. Moreover, the commencement of manufacturing operations in the new and uncompleted Summerville facility created numerous operational difficulties that slowed production and ultimately hindered cash flow.

3. Pending Litigation and Investigations⁴

In December 2007, Freightliner commenced litigation against ALF in a case styled *Freightliner, LLC v. American LaFrance, LLC* and numbered 07-604037 in the New York Supreme Court (the “Freightliner Litigation”) arising under the Transition Services Agreement in the alleged amount of \$10 million. ALF disputes the allegations made and relief requested in the Freightliner Litigation. Moreover, ALF is currently investigating its own potential causes of action against Freightliner in connection with the purchase of ALF’s business and the Transition Services Agreement. Finally, ALF is analyzing pre-petition transfers to Freightliner in excess of \$40 million made within one year of the Petition Date to determine if such transfers may be recovered as part of an Insider Avoidance Action. Pursuant to the Plan, the Reorganized Debtor will pursue Insider Avoidance Actions and remit 25% of the proceeds from such litigation, after costs, to the Trust.

ALF is currently analyzing potential causes of action against IBM Corporation (“IBM”) based upon IBM’s involvement in connection with the problem-riddled transition to the ERP System. Based upon ALF’s initial review, it appears that the causes of action against IBM would include, among others, breach of contract.

ALF is currently analyzing potential Preference Claims. Based upon ALF’s initial review, ALF believes that over \$43 million was paid to creditors in the ninety days prior to the Petition Date. After application of new value defenses and elimination of transfers not made on account of antecedent debt, ALF estimates that net preference recoveries will exceed \$12 million. More information regarding the Preference Claims is contained in section V.C herein.

ALF has investigated and analyzed the liens asserted by the Pre-Petition Lenders. Based on this investigation, ALF believes that the Pre-Petition Lenders have valid and enforceable liens on virtually all of the Debtor’s property, with the exception of approximately \$2.2 million of unrestricted cash held in ALF’s operating account at Bank of America on the Petition Date. Although the Pre-Petition Lenders perfected their security interests in real property located in Sanford, Florida and Lebanon, Pennsylvania within approximately 95 days prior to the Petition Date, the Pre-Petition Lenders’ liens in these properties do not appear avoidable because they were granted concurrently with \$15 million of new financing from the Pre-Petition Lenders for ALF’s operations.

The Committee is investigating the validity and extent of the Pre-Petition Lenders’ liens. As a result of the investigation, it is possible that the Committee may formally challenge the validity or extent of the Pre-Petition Lenders’ liens and/or ask the Court to recharacterize the

⁴ As noted above, in addition to the litigation matters identified with specificity in this paragraph, ALF is party to various collection lawsuits pending in state courts in South Carolina and in other states, all as set forth in the Schedules and Statement.

Pre-Petition Lenders' claims as unsecured debt or equity. The deadline for the Committee to initiate such action is April 18, 2008.

Finally, ALF is currently analyzing potential causes of action against former officers and directors, including John Stevenson, former Chief Executive Officer, and David Mulder, former Chief Operating Officer. While this investigation is in its preliminary stages, ALF's outside pre-petition accountants identified significant deficiencies in internal controls during Mr. Stevenson's and Mr. Mulder's tenures. The lack of controls led to inaccurate financial reporting and ultimately contributed to ALF's financial losses. Mr. Stevenson and Mr. Mulder may have failed to safeguard the assets of the Debtor and properly manage the Debtor's pre-petition business operations. ALF may initiate litigation against Mr. Stevenson and Mr. Mulder for, among other causes of action, breach of fiduciary duty.

4. Additional Factors Contributing to ALF's Financial Difficulties

In addition to the problems described above, the Emergency Vehicle industry is currently depressed. Many competitive manufacturers are experiencing financial difficulties and several have ceased operations.

New emission standards effective in 2007 required ALF to modify its engineering plans to achieve compliance.

Before the bankruptcy, the Pre-Petition Lenders provided over \$150 million of funding pursuant to a credit agreement dated December 14, 2005 (the "Credit Agreement"). The funds borrowed from the Pre-Petition Lenders have been used in ALF's pre-petition operations. At current levels of revenue, ALF has insufficient cash to support ongoing operations. The Pre-Petition Lenders refused to provide additional operational financing outside of a chapter 11 bankruptcy, and ALF is aware of no other lenders willing to advance funds on an unsecured or junior-secured basis. Outside of chapter 11, ALF did not have sufficient liquidity to satisfy its debts.

5. Turnaround Initiatives

In the August-October 2007 timeframe, certain of ALF's executives resigned, including its chief executive officer and chief financial officer. As explained above, effective October 1, 2007, ALF entered into a contract with PPMG whereby PPMG agreed to provide temporary executive staffing for ALF in exchange for certain fees. The team supplied by PPMG includes the current CEO, William J. Hinz, among others. The PPMG team and ALF's existing officers (collectively, the "Management Team") began to implement several new strategies designed to streamline the production process, implement new accounting and tracking processes, and determine the feasibility of certain ongoing divisions. While ALF believes that these strategies will ultimately return ALF to profitability, ALF's current liquidity crisis necessitated the bankruptcy filing.

To address some of the inventory-control issues that plagued ALF since its transition to the ERP System, the Management Team determined in December 2007 to furlough most

manufacturing employees until January 14, 2008. During the furlough, ALF began a physical inventory at all ALF facilities. ALF subsequently extended the furlough to complete the physical inventory and to complete a business plan based on the inventory count.

In addition, in January 2008, ALF engaged CRG to advise ALF regarding restructuring alternatives.

6. Business Plan Improvements

Over the few months leading up to the Petition Date, the Management Team focused on rationalizing ALF's business and developing a comprehensive turnaround plan (the "Business Plan"). The Business Plan is discussed in the financial materials attached hereto as **Exhibit C** (the "Financial Exhibit"). A summary of certain elements of the Business Plan follows:

a. Addressing Production Backlog

Several months ago, the Management Team began a truck-by-truck analysis of its production backlog as a first significant step toward development of the Business Plan. Due to the problematic transition to the ERP System, the Management Team experienced difficulty determining the actual production costs of the trucks. It was necessary for the Management Team to develop an offline bill of materials for the trucks in the backlog to better estimate actual costs and margins.

As part of its analysis, the Management Team determined that ALF was selling several trucks below the material costs of the truck. The Management Team reviewed and prioritized the backlog of trucks by profitability, taking into account alleged penalties for late delivery and bonding requirements. Of the 316 fire trucks in the backlog as of the Petition Date, the Debtor has determined that it may reject over 30 truck contracts. The backlog also includes 16 ambulance vehicles at the Sanford facility, at least 13 of which will be completed prior to the closure of this facility. There are 537 contracted trucks in the Condor line, none of which has yet been selected for immediate rejection. This triage of the backlog will ensure trucks are not being produced at a loss. Going forward, the Management Team will have a much better handle on its costs; thus, bidding will be done with accurate cost data to avoid money-losing sales.

b. Streamlining Manufacturing and Service Centers

ALF manufactures fire trucks at Summerville, South Carolina, Ephrata, Pennsylvania; and Hamburg, New York. Ambulances are manufactured in Sanford, Florida. ALF currently manufactures chassis at its facility in Jedburg, South Carolina. ALF assembles the majority of its fire-truck chassis in Summerville and sends them to the other locations for completion. ALF maintains service centers in Hanahan, South Carolina; Lebanon, Pennsylvania; and Lake Mary, Florida.

The 500,000 square foot Summerville facility was completed last year and is capable of handling the parts distribution center in Hanahan and the Jedburg chassis operations. To improve efficiencies and minimize transportation costs, ALF intends to close the Jedburg facility

and the Hanahan parts distribution center and transfer those operations to the Summerville facility. In addition, production previously completed at the Lebanon facility will be moved to the Ephrata facility.

The Debtor does not enjoy a competitive edge in the ambulance market and therefore sees no long-term strategy to maintain that business. Pursuant to the Debtor's plans to exit the ambulance business, the Sanford and Lake Mary facilities in Florida will be closed. After 2008, ALF will no longer produce ambulances.

ALF's 2008 business plan calls for production of 1,781 trucks, including approximately 291 fire trucks and ambulances. ALF will continue to manufacture all trucks that are subject to performance bonds but will otherwise not produce any trucks that are expected to result in a loss.

c. Reducing Overhead

In recent years, ALF's selling, general, and administrative expenses and fixed overhead charges have been as high as \$56 million annually. Pursuant to ALF's business plan, overhead will be reduced to \$36 million initially and reduced further to \$34 million in 2009. These savings will be accomplished by reclassifying over \$3 million of engineering expenses (previously treated as overhead) as manufacturing expenses and eliminating approximately 40 personnel and the associated overhead.

D. Significant Events Since Commencement of the Chapter 11 Case

1. Stay of Litigation

An immediate effect of the filing of a bankruptcy case is the imposition of the automatic stay under the Bankruptcy Code, which, with limited exceptions, enjoins the commencement or continuation of all litigation against the Debtor. This injunction will remain in effect until the Effective Date unless otherwise modified by the order of the Bankruptcy Court.

2. Post-Petition Financing and Use of Cash Collateral

On January 28, 2008, the Debtor filed a Emergency Motion for Interim and Final Orders (A) Authorizing American LaFrance to Incur Postpetition Financing, (B) Authorizing American LaFrance to Use Cash Collateral, and (C) Scheduling Final Hearing ("DIP Motion"). In the DIP Motion, the Debtor requested authority to borrow up to \$10 million on an interim basis and up to \$50 million (the "Loan Proceeds") on a final basis to fund the Debtor's post-petition operations. The Court granted the DIP Motion on an interim basis on January 30, 2008. After a final hearing, the Court granted the DIP Motion on a final basis, in the aggregate amount of \$42 million.

3. Proposed Sale Of Substantially All of the Debtor's Assets

On or about February 2, 2008, the Debtor filed its Motion for an Order Pursuant to 11 U.S.C. §§ 105, 363, and 365 and Rules 2002, 6004, 6006, and 9014 of the Federal Rules of Bankruptcy Procedure (A) Authorizing the Sale of Substantially All of Its Assets; (B) Approving

an Asset Purchase Agreement, Subject to Higher and/or Better Offers; (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (D) Granting Related Relief (the “Sale Motion”) and the Motion for Order (A) Approving Bid Procedures Relating to Sale of Substantially All of the Debtor’s Assets; (B) Scheduling a Hearing to Consider the Sale and Approving the Form And Manner of Notices; (C) Establishing Procedures Relating to Assumption and Assignment of Certain Contracts, Including Notice of Proposed Cure Amounts; and (D) Granting Related Relief (the “Bid Procedures Motion”). Pursuant to the Sale Motion, the Debtor proposes to sell substantially of its assets to PPAS or its assignee(s) for a purchase price pursuant to a credit bid of \$150 million plus the amount of the DIP Financing Claim and assumption of certain liabilities. The Court granted the Bid Procedures Motion by order dated February 25, 2008 (the “Bid Procedures Order”).

Pursuant to the Bid Procedures Order, the proposed sale to PPAS or its assignee(s) shall be subject to higher and better bids upon the completion of a marketing process conducted by ALF and its professional advisors, with significant involvement by the Committee. ALF and its professionals will conduct an extensive marketing effort to attract potential competing offers for the sale of the ALF’s estate, including the establishment of a data room for potential purchasers and direct contact with several parties that might have an interest in ALF’s assets. The Bankruptcy Court provisionally approved PPAS’s credit bid, and the Committee has reserved the right to challenge PPAS’s right to credit bid.

As indicated in the Sale Motion, the relief sought therein is an alternative to the Plan, and if the Plan is confirmed, the Sale Motion will be withdrawn. The Sale Motion is scheduled to be heard on April 28, 2008.

4. Retention of Professionals

In addition to the retention of Mr. Snyder and CRG described above, the Bankruptcy Court approved ALF’s retention of Haynes and Boone, LLP as counsel for ALF; Klehr Harrison, Harvey, Branzburg & Ellers, LLP as co-counsel for ALF; and NachmanHaysBrownstein, Inc. as asset sale advisor to ALF. In addition, the Bankruptcy Court appointed Kurtzman Carson Consultants, LLC as claims, noticing and balloting agent.

5. Miscellaneous First-Day Orders

The Bankruptcy Court granted several routine motions in the first few weeks of the case. All of the pertinent motions and orders are posted at <http://www.kccllc.net/ALF>.

6. Appointment of Official Committee of Unsecured Creditors

On February 4, 2008, the United States Trustee appointed the Committee. The Committee consists of Daimler Trucks North America, LLC (also known as Freightliner, LLC) – Chairman; Bennett Motor Express, LLC; Hale Products, Inc./Class One, Inc.; Ryder Integrated Logistics; and Rehoboth Beach Volunteer Fire Company, Inc. On February 27, 2008, the Committee filed applications to employ Pepper Hamilton, LLP as its counsel and FTI Consulting Inc. as its financial advisors.

IV. ALF'S BANKRUPTCY ESTATE

On or about February 2, 2008, ALF filed its Schedules and Statement. The Schedules and Statement provide detailed information regarding ALF's finances that may assist holders of Claim and Interests in evaluating the Plan. Copies of the Schedules and Statement be posted at <http://www.kccllc.net/ALF>. The discussion contained herein generally summarizes the more detailed asset and liability information contained in the Schedules and Statement. The following generally summarizes the aggregate asset and liability information contained in the Schedules and Statement.

A. Assets

1. Cash and Accounts Receivable.

As of the Petition Date, ALF had unrestricted cash on hand or in its various bank accounts totaling \$6.47 million. In addition, ALF maintains \$24.7 million in restricted cash to secure obligations under certain performance and bid bonds required in connection with ALF's public projects.

In addition, ALF reflected accounts receivable on the Petition Date in the amount of \$19.8 million. Approximately 55% of the accounts receivable were within 45 days of invoice date at the Petition Date.

2. Inventory

On the Petition Date, ALF reflected finished, raw materials, and work-in-progress inventory as having a book value totaling approximately \$100 million. Post-petition, ALF completed a physical inventory, which resulted in an updated inventory count of \$87.5 million.

3. Machinery and Equipment.

The fixed assets of ALF consist principally of property, plant, software, and equipment utilized at its manufacturing and distribution facilities. The net book value of those fixed assets as of the Petition Date was approximately \$30.9 million.

4. Real Property

Exhibit B includes a list of ALF's facilities. All of the facilities identified on **Exhibit B** are leased, with the exception of the Sanford, Florida and Lebanon, Pennsylvania facilities, which are owned by ALF. The Lebanon Real Property is comprised of approximately 14 acres of land and buildings containing approximately 190,000 square feet and are currently being offered for sale for \$4.56 million.

B. Liabilities

1. Administrative and Priority Claims

ALF expects to incur various post-petition Claims in the ordinary course of its post-petition operations and its bankruptcy proceedings. However, certain of these administrative and priority claims will be outstanding on the Effective Date. As set forth on the Financial Exhibit, ALF estimates that the total of these claims will be approximately \$5.9 million. Such claims are categorized by and will be treated in the Plan as follows:

a. Ordinary Course of Business Claims

Administrative claims for ongoing business operations will generally be paid in the ordinary course from funds received through operations or financed by the DIP Financing. To the extent incurred but unpaid on the Effective Date of the Plan, such claims will be paid as they come due according to their terms.

b. Professional Fees

ALF's costs of reorganization consists principally of professional fees incurred during the pendency of this case. Professional fees will likely be paid on an ongoing basis pursuant to procedural Orders of the Court, resulting in an accrued liability for only part of the professional-fee obligations to be paid at or after the Effective Date of the Plan or assumed by the Debtor. The professionals covered by this provision are ALF's attorneys, accountants, and financial/management consultants and advisors, the Creditors' Committee's attorneys and financial consultants, and the Pre-Petition Lenders' attorneys. ALF estimates that professional fees could reach \$2.3 million if this case continues for 13 weeks.

c. Payments to Cure Assumed Executory Contracts

The Plan provides that the Debtor may move to assume Executory Contracts prior to the Effective Date. At this time, the Debtor has not identified the Executory Contracts that it will assume in connection with the Plan. Therefore, the cure payments necessary to assume such Executory Contracts are unknown. The Debtor anticipates that any associated monetary default will be cured by ordinary-course payments and/or settlements with the contract counterparties.

d. Payments to Assume Additional Liabilities

The Debtor may owe certain pre-petition and post-petition amounts to Claimants with Assumed Liability Claims (Class 6). A list of Assumed Liability Claims is set forth on Schedule 6.6.1 to the Plan, subject to modification by the Plan Supplement. The Plan provides that Assumed Liability Claims will be paid in full by the Reorganized Debtor.

Excluded Liabilities are defined as "Obligations of the Debtor and the Estate that are not Assumed Plan Liabilities." Assumed Plan Liabilities are defined as "The obligations of the Reorganized Debtor as agreed in writing by the Reorganized Debtor under this Plan." Other than the Assumed Plan Liabilities defined in Article 2.15 and Schedule 6.6.1 of the Plan, all other

obligations of the Company are Excluded Liabilities and will not be satisfied by the Reorganized Debtor.

e. Wage, Benefit, and Casualty Claims

On January 30, 2008, the Court granted its Order Authorizing the Debtor to Pay Prepetition Wages, Compensation and Employee Benefits (the “Wage Order”). ALF expects to satisfy all wage claims in the ordinary course of operations or through the Wage Order. To the extent that any employee has an unpaid pre-petition wage claim in excess of the \$10,950 cap set forth in 11 U.S.C. § 507(a)(4), such claim will be treated as a general unsecured claim.

ALF maintains insurance policies for general liability, auto liability, workers compensation, and property casualty with deductibles that are standard for a company in ALF’s industry. Deductibles for these insurance policies for open years range from zero to \$100,000. ALF is paid up on these policies and has authority to continue paying them during this case.

f. Sales and Use Taxes, Ad Valorem Taxes and Corporate Tax

Accrued corporate, sales and use taxes, and ad valorem taxes aggregated approximately \$488,000 at the Petition Date. The Debtor will likely receive additional tax bills and notices of audits from several governmental authorities, which may result in additional Claims for payment of taxes.

2. Secured Claims

a. The Pre-Petition Lenders’ Claim.

The Claims of the Pre-Petition Lenders are secured by a first priority Lien on substantially all of ALF’s assets including its real estate, plants and equipment, accounts receivable, inventory, contract rights and general intangibles.

For purposes of the Plan, the Pre-Petition Lenders’ secured debt is calculated at \$154.4 million and the outstanding amount under the DIP Financing is calculated at \$42 million plus costs.

b. Other Secured Claims

- (i) ACE-USA and Traveler’s Casualty and Surety have posted a total of \$24.8 million of performance and bid bonds in connection with ALF’s obligations to certain customers. The bonds are secured by letters of credit that are secured by \$21.7 million of restricted cash held by Bank of America, N.A. These claims are contingent in the respect that if ALF performs its obligations to the applicable customers, the bonds will not be called.
- (ii) ALF’s obligations to the landlord of the Summerville facility, Jedburg Commerce Park, LLC, are secured by \$3.0 million letter of credit, which is in turn secured by \$3.0 in restricted cash. This

claim is contingent in the respect that, if ALF performs its obligations to landlord or renegotiates its lease, the cash may remain intact.

- (iii) ALF is party to capital equipment leases with Varilease and National City with approximate unpaid balances of \$0.66 million and \$0.51 million, respectively.
- (iv) Certain vendors and contractors that provided materials, goods or services related to the build-out of the Summerville, SC facility have asserted liens on the facility. The Debtor is currently analyzing the validity of the asserted liens. If the liens are valid, these vendors and contractors would be secured creditors of the landlord rather than the Debtor. However, the landlord may be able to require the Debtor to satisfy such claims as a condition to assumption of the lease.

3. Unsecured Claims

a. Claims of Vendors and Customers

The principal unsecured Claimants in this case are ALF's trade vendors and utility companies, whose Claims are scheduled in the aggregate amount of approximately \$52.8 million. These Claims are based on goods and services provided to ALF prior to the Petition Date.

In the ordinary course of business, certain of ALF's customers make deposits to be applied to the final purchase price of ALF's products. As of the Petition Date, the total amount of customer deposits is approximately \$13.4 million.

b. Warranty Claims

ALF provides its customers with various warranty programs. Due to the terms of its warranties, ALF anticipates that warranty claims will be asserted in the future, including after the Effective Date. Based on its historical experience, while results vary, the average warranty cost for ALF has been approximately 2.5% of gross sales. The Debtor expects that approximately \$7.1 million of unknown and unasserted warranty claims will be asserted in the one-year period following Confirmation of the Plan, including Claims asserted prior to the Confirmation Date.

c. Claims of Landlords

ALF expects that the Debtor will assume certain of its leases for manufacturing and distribution facilities. It is likely that the Debtor will renegotiate with the landlords prior to assumption, which could result in unsecured claims against the estate. ALF believes that the landlords of the properties where leases will not be assumed may relet those locations, thereby further mitigating and reducing their Allowed Unsecured Claims against ALF.

ALF's landlord at its Summerville, South Carolina location may assert additional claims against ALF based on work performed by various contractors on the Summerville facility (the "Contractor Claims"). ALF estimates that the aggregate unpaid amount of Contractor Claims is approximately \$5.4 million. Several of the holders of Contractor Claims have asserted state-law workman's liens on the Summerville facility, and the landlord may attempt to prevent assumption and assignment of the Summerville lease absent payment of the Contractor Claims in full.

d. Rejected Executory Contract Claims

As of the Petition Date, ALF was party to several Executory Contracts with vendors, landlords, equipment lessors, dealers, customers, and other like parties. As reflected in Article XII of the Plan, ALF will reject all Executory Contracts not assumed by separate motion. The Debtor has not completed an analysis of which Executory Contracts it intends to reject and the aggregate liability generated by that rejection.

e. Litigation Claims

As of the Petition Date, ALF was a party to several lawsuits. (*See Schedules and Statement*). All Claims arising from such litigation will be treated as Class 4 General Unsecured Claims. To the extent the plaintiffs or other claimants in a lawsuit fail to file a timely Proof of Claim, the Debtor reserves the right to file a Proof of Claim and estimate for all Plan purposes the amount of the Claim. To the extent that the holder of a Claim obtains a litigation recovery from insurance proceeds, then the holder of the Claim shall not share in the Class 4 distribution. Holders of Claims may only seek recovery from insurance policies of the Debtor for which there is no deductible or self-insured retention, or only to the extent that such recoveries exceed any applicable deductible or self-insured retention.

f. Insurance Claims

Prior to the Petition Date, ALF entered into an agreement to finance the annual premiums due under ALF's various insurance policies. Although ALF is current on its premium-financing payments, the total amount of ALF's obligation to its insurance financier is approximately \$115,582.

g. Convenience Claims

ALF estimates that approximately 797 of the Unsecured Claims against ALF are in an amount equal to or less than \$2,500 and will be treated as Class 5 Convenience Claims. The aggregate amount of these Claims is approximately \$634,000.

Under the Plan, Holders of Unsecured Claims greater than \$2,500 that would otherwise be treated as Class 4 General Unsecured Claims may elect to be treated as Class 5 Convenience Claims. An additional 176 of the Unsecured Claims against ALF are in an amount between \$2,500 and \$5,000. If all Holders of Unsecured Claims between \$2,500 and \$5,000 elect to be treated as Convenience Claims, the aggregate amount to be distributed to Allowed Class 5 Convenience Claims will total approximately \$1.074 million. The aggregate amount of Unsecured Claims between \$2,500 and \$5,000 is approximately \$609,000.

4. Contingent Claims

A discussion of the bonding liability and lawsuits has been covered previously.

V. SUMMARY OF THE PLAN

THIS SECTION PROVIDES A SUMMARY OF THE STRUCTURE OF THE PLAN AND OF THE CLASSIFICATION AND TREATMENT OF CLAIMS AND INTERESTS UNDER THE PLAN. IT IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE PLAN, WHICH IS ANNEXED TO THIS DISCLOSURE STATEMENT AS EXHIBIT A.

THE SUMMARIES OF THE PLAN AND OF OTHER DOCUMENTS REFERRED TO HEREIN DO NOT PURPORT TO BE PRECISE OR COMPLETE STATEMENTS OF ALL THE TERMS AND PROVISIONS OF THOSE DOCUMENTS FOR THE FULL AND COMPLETE STATEMENTS OF THEIR TERMS AND PROVISIONS.

THE PLAN ITSELF AND THE DOCUMENTS REFERRED TO THEREIN CONTROL THE ACTUAL TREATMENT OF CLAIMS AGAINST AND INTERESTS IN THE DEBTOR AND WILL, UPON THE EFFECTIVE DATE, BE BINDING UPON ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTOR AND OTHER PARTIES IN INTEREST. IN THE EVENT OF ANY CONFLICT BETWEEN THIS DISCLOSURE STATEMENT AND THE PLAN OR ANY OTHER OPERATIVE DOCUMENT, THE TERMS OF THE PLAN OR THE OTHER OPERATIVE DOCUMENT WILL CONTROL.

IN THE EVENT THAT THE DEBTOR DOES NOT HAVE SUFFICIENT CASH FLOW OR IS UNABLE TO OBTAIN FINANCING NECESSARY TO KEEP THE BUSINESS OPERATING THROUGH THE CONFIRMATION DATE, THE DEBTOR MAY HAVE TO SHUT DOWN OPERATIONS OF THE BUSINESS. THE DEBTOR RESERVES THE RIGHT TO WITHDRAW ANY PLAN PRIOR TO CONFIRMATION AND IMMEDIATELY IMPLEMENT, WITH APPROPRIATE BANKRUPTCY COURT REVIEW AND APPROVAL, AN ORDERLY LIQUIDATION OF ALL ASSETS OF THE DEBTOR WITH DISTRIBUTIONS TO CREDITORS PURSUANT TO THE PROVISIONS OF THE BANKRUPTCY CODE.

A. Classification Overview

Bankruptcy Code section 1123 provides that a plan of reorganization must classify the claims of a debtor's creditors and the claims of its interest holders. In accordance with section 1123, the Plan divides Claims and Interests into Classes and sets forth the treatment for each Class (other than Administrative Claims and Priority Tax Claims). The Debtor is required, under Bankruptcy Code section 1122, to classify Claims against and Interests in the Debtor into Classes that contain Claims and Interests that are substantially similar to the other Claims and Interests in such Class.

The Debtor believes that the Plan has classified Claims and Interests in compliance with the provisions of section 1122; however, it is possible that a holder of a Claim or Interest may challenge the Debtor's classifications of Claims and Interests and that the Bankruptcy Court may find that a different classification is required for the Plan to be confirmed. In that event, the Debtor intends, to the extent permitted by the Bankruptcy Code, the Plan and the Bankruptcy Court to make modifications to the classifications under the Plan to permit confirmation and to use the Plan acceptances received in this solicitation for purposes of obtaining the approval of the reconstituted Class or Classes of which each accepting holder ultimately is deemed to be a member. Any such reclassification could adversely affect the Class in which such holder initially was a member, or any other Class under the Plan, by changing the composition of such Class and the vote required of that Class for approval of the Plan. Furthermore, a reclassification of a Claim or Interest after approval of the Plan could necessitate a re-solicitation of the Plan.

B. Unclassified Claims

In accordance with Bankruptcy Code section 1123(a)(1), Unclassified Claims against the Debtor consist of Administrative Claims, Allowed Priority Tax Claims and DIP Financing Claims. Based on the Debtor's books and records and the Debtor's projections for future expenses, the Debtor presently estimates that the amount of such Claims should not exceed \$3 million.

The holder of any Administrative Claim must file with the Bankruptcy Court a request for such Administrative Claim no later than forty-five (45) days after the Effective Date. Failure to file timely and properly serve the notice shall result in the Administrative Claim being forever barred and discharged.

Each professional who holds or asserts an Administrative Claim based on compensation for services rendered and reimbursement of expenses incurred prior to the Effective Date (including, without limitation, any compensation requested by an professional or any other entity for making a substantial contribution in the chapter 11 case) shall be required to file with the Bankruptcy Court and serve on all parties required to receive such notice, an application within forty-five (45) days of the Effective Date. Objections must be filed and served no later than seventy (70) days after the Effective Date.

Each holder of an Allowed Priority Tax Claim shall receive (i) Cash equal to the amount of such Allowed Priority Tax Claim plus interest from the Effective Date to the Distribution Date at a rate of 8% per annum, or (ii) such other less favorable treatment to the holders of an Allowed Priority Tax Claim as to which the Debtor or, after the Effective Date, the Reorganized Debtor and the holder of such Allowed Priority Tax Claims shall have agreed on in writing; provided, however, that any Claim or demand for payment of a penalty (other than a penalty of the type specified in Bankruptcy Code section 507(a)(8)(G)) shall be disallowed pursuant to the Plan, and the holder of an Allowed Priority Tax Claim shall not be allowed to assess or attempt to collect such penalty from the Debtor, its Estate, or the Reorganized Debtor.

C. Classification and Treatment of Claims and Interests

All Claims and Interests (other than Administrative Claims, Allowed Priority Tax Claims, which collectively should not exceed \$3.5 million, and DIP Financing Claims which are estimated at \$42 million) are classified for all purposes, including voting, confirmation and distribution pursuant to the Plan as follows:

CLASS	TREATMENT	VOTING RIGHTS	ESTIMATED DISTRIBUTION	ESTIMATED TOTAL CLAIMS
Class 1: Allowed Secured Claims of Pre-Petition Lenders	Impaired	Yes	Undetermined	\$176.4 million ⁵
Class 2: Other Allowed Secured Claims Against Debtor	Unimpaired	No	100%	\$1.17 million
Class 3: Allowed Priority Non-Tax Claims	Unimpaired	No	100%	\$1.413 million
Class 4: General Unsecured Claims	Impaired	Yes	17% to 30% ⁶	\$58 million ⁷
Class 5: Convenience Class Claims	Impaired	Yes	100% ⁸	\$0.634 million
Class 6: Assumed Liabilities ⁹	Unimpaired	No	100%	\$27 million
Class 7: Interests	Unimpaired	No	0%	n/a

1. Class 1 – Secured Claims of Pre-Petition Lenders Against the Debtor.

(a) Classification: Class 1 consists of the Allowed Secured Claim of the Pre-Petition Lenders.

⁵ Includes a \$154.4 pre-petition secured claim and approximately \$22 million drawn against the DIP Financing Claims.

⁶ This is the Debtor's estimated range of recovery for Class 4 General Unsecured Claims. This range does not include possible recoveries from Avoidance Actions or Insider Avoidance Actions.

⁷ This figure does not include Convenience Class Claims of \$2,500 or less and Assumed Liabilities because they are separately classified. If all Creditors holding Unsecured Claims between \$2,500 and 5,000 elect Convenience Class treatment, as discussed in Section IV.B.3.g., this figure will be reduced by approximately \$609,000 and the total of Class 5 Convenience Class Claims will increase by approximately \$440,000.

⁸ Exclusive of interest accrued after the Petition Date.

⁹ The total amount of General Unsecured Claims, Convenience Class Claims and Assumed Liabilities is \$86.9 million.

(b) Treatment: Class 1 is impaired, and the holder of the Allowed Secured Claim in Class 1 is entitled to vote on the Plan. On the Effective Date, in full satisfaction, release, and discharge of and in exchange for the Allowed Secured Claim in Class 1, the Pre-Petition Lenders shall receive a Restructured Note issued and Restructured Security Documents granted by the Reorganized Debtor to the Pre-Petition Lenders substantially in the form included in the Plan Supplement.

2. Class 2 – Other Secured Claims Against the Debtor.

(a) Classification: Class 2 consists of all Allowed Secured Claims other than the Secured Claims of the Pre-Petition Lenders.

(b) Treatment: Class 2 is unimpaired, and the holders of the Allowed Secured Claims in Class 2 are not entitled to vote on the Plan. On the Effective Date, or as soon as reasonably practicable thereafter, at the Debtor's option, (a) the Plan may leave unaltered the legal, equitable, and contractual rights of the holder of an Allowed Secured Claim, or (b) the Reorganized Debtor may pay the Allowed Secured Claim in full, in cash, on the later of the Allowance Date or the Distribution Date, or (c) the Reorganized Debtor may deliver to the holder of an Allowed Secured Claim the property securing such Claim, or (d) the Reorganized Debtor may pay an Allowed Secured Claim in such manner as may be mutually agreed to by the holder of such Claim and the Reorganized Debtor.

3. Class 3 – Allowed Priority Non-Tax Claims.

(a) Classification: Class 3 Consists of Allowed Priority Non-Tax Claims.

(b) Treatment: Class 3 is unimpaired, and the holders of Allowed Claims in Class 3 are not entitled to vote on the Plan. On, or as soon as reasonably practicable after, the later of (a) the Distribution Date, (b) the Allowance Date, and (c) the date on which such Allowed Claim would have been due had the Chapter 11 Case not been commenced (without regard to acceleration of the Claim), each Allowed Priority Non-Tax Claim shall be assumed and paid by the Reorganized Debtor in full from Available Cash or on such other terms as may be agreed upon in writing by and between the holder of such Claim and the Reorganized Debtor. If there is insufficient Available Cash to pay all Allowed Claims in Class 3 in full, holders of Allowed Claims entitled to priority under section 507(a)(3) of the Bankruptcy Code shall be paid in full in Cash before Distributions are made to holders of Allowed Claims entitled to priority under section 507(a)(4). If there is insufficient Available Cash to pay all Class 3 Claims entitled to priority under a section of the Code in full, the Claimholders of that priority will receive Pro Rata Distributions.

4. Class 4 – General Unsecured Claims/Preference Waiver Election.

(a) Classification: Class 4 consists of Allowed General Unsecured Claims other than Allowed Convenience Claims.

(b) Treatment: Class 4 is impaired, and the holders of Allowed General Unsecured Claims are entitled to vote on the Plan. On the Distribution Date and from time to

time thereafter, the holders of Allowed General Unsecured Claims shall each receive their Pro Rata share of the Trust Property except as provided below; provided, however, that there shall be no Distributions to holders of Allowed General Unsecured Claims unless all Allowed Administrative and Allowed Priority Claims have been paid in full.

(c) Settlement Provisions for Class 4 Claims: The Debtor has conducted a preliminary analysis of potential Preference Claims. The results of this analysis are attached hereto as **Exhibit D**.¹⁰ For each Claimant subject to a potential Preference Claim, **Exhibit D** identifies the Debtor's estimate of the preference amount recoverable by the Debtor pursuant to section 547 of the Bankruptcy Code, after taking into account applicable new value defenses.

If the Debtor holds a potential Preference Claim against a holder of an Allowed General Unsecured Claim, the Claimant may settle its liability (the "Preference Amount") for such Preference Claim and be released therefrom by electing and agreeing (the "Preference Election") to (i) provide the Reorganized Debtor, for a period of twelve (12) months after the Effective Date, with pricing for goods and services equal to or more favorable than the best pricing offered to ALF during 2007¹¹ and (ii) reduce any Distribution on account of its Allowed General Unsecured Claim by an amount equal to 10% of the Preference Amount; provided, however, in no event shall the Distribution on account of any Allowed General Unsecured Claim be reduced by more than 50%. The Preference Amount for each Holder of a Class 4 Claim shall be the amount set forth on **Exhibit D** under the column titled "Preference" and shall be binding on any Claimant exercising the Preference Election.

Illustrative examples of the application of the Preference Election are as follows:

Example 1

- Assumptions:
- (i) Class 4 Claim amount = \$500,000
 - (ii) 15%¹² distribution to Allowed Class 4 Claims
 - (iii) Preference Amount = \$200,000

Application: Gross Distribution on account of Class 4 Claim = **\$75,000** (15% of \$500,000)

Preference Election adjustment = **\$20,000** (10% X \$200,000)

Net Distribution = **\$55,000** (\$75,000 – \$20,000)

¹⁰ **Exhibit D** is a preliminary analysis only. It is subject to change and is not in any way binding upon the Debtor.

¹¹ ALF and the Claimant may establish other pricing terms by mutual agreement. To the extent ALF previously agreed to pricing adjustments on a periodic basis, ALF intends to honor such pricing arrangements.

¹² The figure of 15% in Example 1 and Example 2 is used for illustrative purposes only. The actual distribution to Holders of Allowed Class General Unsecured Claims depends on the value of the Trust Property and the amount of Allowed Class 4 General Unsecured Claims.

Example 2

- Assumptions: (i) Class 4 Claim amount = \$100,000
- (ii) 15% distribution to Allowed Class 4 Claims
- (iii) Preference Amount = \$800,000

Application: Gross Distribution on account of Class 4 Claim = **\$15,000** (15% of \$100,000)

Preference Election Adjustment = **\$80,000** (10% X \$800,000)

Net Distribution = **\$7,500** (\$15,000 - \$80,000 but capped at 50% reduction)

The sole method of exercising the Preference Election is to vote in favor of the Plan by checking the box titled “Accept the Plan and Exercise the Preference Election” on the Ballot for General Unsecured Creditors – Class 4 included in the solicitation package containing this Plan. A Claimant making such Preference Election shall, subject to the occurrence of the Effective Date, be deemed released from any Preference Claim. **If enough affirmative votes for the Plan are not obtained and the Plan is not approved by the Court, or the Plan is not approved by the Court for any other reason, the Preference Election is null and void and the Debtor may prosecute all Preference Claims.** For the avoidance of doubt, the Preference Election is not available to recipients of transfers that may be subject to Insider Avoidance Actions.

5. Class 5 – Convenience Claims.

(a) Classification: Class 5 consists of Allowed General Unsecured Claims that would otherwise be included in Class 4 that are either (i) \$2,500 or less or (ii) greater than \$2,500 but as to which the holder thereof elects (“Convenience Class Election”). The sole method of exercising the Convenience Class Election is to timely submit a “Ballot for Claim in Class 5 (Convenience Class) Against American LaFrance, LLC” included in the solicitation package containing this Plan. Any such election shall be effective only upon the receipt thereof by the Balloting Agent prior to the Ballot Deadline. Once the election is made and received by Balloting Agent, such election shall be irrevocable and binding on any successor-in-interest or assignee with respect to such Claim, but shall not preclude the Debtor or others from objecting to such Claim as reduced.

(b) Treatment: Class 5 is impaired, and the holders of Allowed Convenience Claims are entitled to vote on the Plan. The Reorganized Debtor will deliver to holders of

Allowed Convenience Claims on the Distribution Date, Cash in an amount equal to 100% of the Allowed Amount of the Claim not to exceed \$2,500.

6. Class 6 – Assumed Liabilities.

(a) Classification: Class 6 consists of Assumed Liability Claims. A list of Assumed Liability Claims is set forth on Schedule 6.6.1, which may be amended or supplemented in the Plan Supplement.

(b) Treatment: Class 6 is unimpaired, and the holders of Allowed Assumed Liability Claims are not entitled to vote on the Plan. All Assumed Liabilities Claims shall be assumed by the Reorganized Debtor and paid pursuant to their ordinary terms.

7. Class 7 –Interests.

(a) Classification: Class 7 consists of all Interests.

(b) Treatment: The holders of Interests are unimpaired, and the holders of Interests are not entitled to vote on the Plan. Each holder of an Interest shall retain its Interest.

D. Objections to Claims

From and after the Effective Date, the Reorganized Debtor or the Trustee (as appropriate) will have the authority to file, settle, compromise, withdraw, arbitrate, or litigate to judgment additional objections to claims pursuant to applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Plan.

Any objection to the allowance of a Claim shall be in writing and may be filed with the Bankruptcy Court not later than 45 days after the Effective Date. The failure of the Debtor or any other party in interest to object to any claim for voting purposes will not be deemed a waiver of the Debtor's right to object to or re-examine any such Claim in whole or in part.

E. Exculpation and Releases of Certain Persons

Article 17.12 of the Plan provides for exculpation and limitation of liability of various Persons in connection with the Plan and Disclosure Statement. Article 17.13 of the Plan provides for a release in favor of various Persons from any and all claims based on any act or omission, transaction, event or other occurrence taking place on or at any time prior to the Effective Date in any way relating to the Debtor, the Reorganized Debtor, the chapter 11 Case or the Plan, except that no Releasees shall be released from acts or omissions that are the result of willful misconduct or fraud. Except as set forth in section III.C.3 above, the Debtor has not investigated causes of action against the parties that will obtain releases pursuant to Articles 17.12 and 17.13 of the Plan. Creditors should review Articles 17.12 and 17.13 carefully before voting on the Plan.

VI. ACCEPTANCE OR REJECTION OF THE PLAN

A. Class Acceptance Requirement

Under the Bankruptcy Code, only Classes of Claims and Interests that are "Impaired" (as that term is defined in Bankruptcy Code section 1124) under the Plan are entitled to vote to accept or reject the Plan. A Class is Impaired if the Plan modifies the legal, equitable, or contractual rights of holders of Claims or Interests in the Class (other than by curing defaults and reinstating debt.) Under section Bankruptcy Code 1126(f), Classes of Claims and Interests that are unimpaired are conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan. Under Bankruptcy Code section 1126(g), Classes of Claims and Interests whose holders will not receive or retain any property under the Plan are deemed to have rejected the Plan and are not entitled to vote on the Plan.

An Impaired Class of Claims or Interests will have accepted a plan if the holders (other than any holder designated under Bankruptcy Code section 1126(e)) of at least two thirds in amount of the Allowed Claims or Interests actually voting in such Class have voted to accept the Plan and the holders (other than any holder designated under Bankruptcy Code section 1126(e)) of more than half in number of the Allowed Claims or Interests actually voting in such Class have voted to accept the Plan.

All classes other than Classes 2, 3, 6, and 7 are Impaired under the Plan. Accordingly, the holders of Claims or Interests in Classes 1, 4, and 5 are entitled to vote on the Plan.

B. Cramdown

The Debtor may request confirmation of the Plan, as it may be modified from time to time, under Bankruptcy Code section 1129(b), and it reserves the right to modify the Plan to the extent, if any, that confirmation in accordance with Bankruptcy Code section 1129(b) requires modification. Under Bankruptcy Code section 1129(b), the Court may confirm a plan over the objection of a rejecting class, if among other things, (i) at least one impaired Class of Claims has accepted the plan (not counting votes of any "insiders" as defined by the Bankruptcy Code) and (ii) the plan "does not discriminate unfairly" against and is "fair and equitable" to each rejecting class. To the extent all Impaired Class do not vote to accept the Plan, the Debtor will seek confirmation pursuant to Bankruptcy Code section 1129(b).

VII. MEANS FOR IMPLEMENTATION OF THE PLAN

A. Creation of the Trust to Administer Trust Property

The Trust Property includes the (a) Litigation Assets, (b) \$5,000,000.00 of Cash, (c) Avoidance Actions not settled pursuant to the provisions of Section 6.4 of the Plan, and (d) the Insider Avoidance Action Share.

A major component of the Plan is to collect and administer the proceeds of the assets left behind for general unsecured creditors. The Trust will engage a Trustee to administer this process.

The Trustee shall provide the following services:

1. Perfect and secure his right, title, and interest to the Trust Property;
2. Reduce the Trust Property to cash and hold the same;
3. Determine when to sell Trust Property and on what terms, and sell and convert the Trust Property to cash and distribute the net proceeds in accordance with the Plan and the Trust Agreement;
4. Manage and protect the Trust Property;
5. Release, convey, or assign any right, title, or interest in or about the Trust Property;
6. Pay and discharge any costs, expenses, collection fees or obligations deemed necessary to preserve the Trust Property, or any part thereof, which shall be governed by the Trust Agreement;
7. Deposit funds of the Trust and draw checks and make disbursements thereof;
8. Employ and have such professionals, including, without limitation, attorneys and accountants and such other agents, consultants, and employees on behalf of the Trust as the Trustee shall deem necessary; provided, however, that the Trustee's authority to pay such professionals shall be governed by the provisions of the Trust Agreement. Notwithstanding the foregoing, the Trustee must disclose to the Bankruptcy Court, in advance, with notice to the Office of the United States Trustee, the Reorganized Debtor, and any other person that specifically requests notice of the post-Effective Date matters brought before the Bankruptcy Court, the identity of any insider of the Trustee or any member of the Executive Committee that the Trustee intends to employ at the Trust's expense. Nothing contained herein shall prohibit the Trustee from retaining counsel or such other person employed by the Creditors' Committee in the chapter 11 Case;
9. Except as expressly provided in the Plan, determine when Distributions should be made to the Trust Beneficiaries;
10. Exercise any and all powers granted to the Trustee by any agreement or by common law or any statute that serves to increase the extent of the powers granted to the Trustee hereunder;
11. Take any action required or permitted by the Plan;

12. Negotiate, renegotiate, and enter into contracts and execute obligations negotiable and non-negotiable;
13. Sue and be sued; provided, however, that any suit against the Trust or the Trustee acting in his or her capacity as Trustee of the Trust must be commenced in the Bankruptcy Court;
14. Pursue Claims and Causes of Action and Trust Property assigned to the Trust;
15. Institute, settle, or compromise or abandon on the Trust's behalf all Claims and the Trust Property, including Litigation Assets but excluding the Insider Avoidance Action Share;
16. Waive or release rights of any kind;
17. Object to Class 4 Claims;
18. File all income and informational tax returns and forms of the Trust and reserve for Disputed Claims;
19. Enforce all provisions of this Plan any Order of the Bankruptcy Court for the benefit of the Trust; and
20. Without limiting any of the foregoing, deal with the Trust Property or any parts thereof and the Trust in ways that would be lawful.

VIII. TREATMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Except as otherwise provided in the Confirmation Order, the Plan, or in any contract, instrument, release, or other agreement or document entered into in connection with the Plan, the Confirmation Order shall constitute an order under Bankruptcy Code section 365 rejecting all Executory Contracts to which the Debtor is a party on and subject to the occurrence of the Effective Date unless such contract or lease (a) previously was assumed or rejected by the Debtor, (b) previously expired or terminated pursuant to its own terms before the Effective Date, (c) is the subject of a pending motion to assume or reject on the Confirmation Date, or (d) is listed in the Plan Supplement as an executory contract to be assumed.

IX. LITIGATION

Unless otherwise dealt with under the Plan, on the Effective Date and without further act or action under any applicable agreement, law, or regulation, the Debtor will transfer the Litigation Assets to the Trust. The Litigation Assets include the IBM Claims.

In addition to the above described pending litigation, the Debtor will analyze certain facts and circumstances to determine whether any additional litigation claims have any merit and should be pursued.

X. CONDITIONS PRECEDENT TO EFFECTIVE DATE OF THE PLAN

A. Conditions to Effectiveness of the Plan

The Plan shall not become operative unless and until the Effective Date occurs. The Effective Date shall occur after the following conditions have been satisfied; provided, however, the Debtor may waive any and all of the following conditions, whereupon the Effective Date shall occur without further action by any Person:

1. All documents useful and necessary to implement this Plan shall be in the form and substance satisfactory to the Debtor and fully executed;
2. All governmental and regulatory approvals necessary to consummate this Plan have been obtained or waived in writing;
3. The Restructured Note and Restructured Security Documents have been fully executed;
4. The Confirmation Order has become a Final Order;
5. The Debtor has received all authorizations, consents, regulatory approvals, rulings, tax rulings, tax determinations, letters, no-action letters, opinions or documents that are determined by the Debtor to be necessary to implement the Plan; and
6. The Executive Committee has been appointed.

B. Modifications; Withdrawal

The Plan may be amended or modified by the Debtor before the Effective Date. After the Effective Date, the Plan may be amended or modified by the Reorganized Debtor.

The Debtor reserves the right to withdraw this Plan at any time prior to the Confirmation Date. If the Debtor withdraws this Plan prior to the Confirmation Date, or if the Confirmation Date or the Effective Date does not occur, then this Plan shall be deemed null and void. In such event, nothing contained herein shall be deemed to constitute an admission, waiver or release of any Claims by or against the Debtor or any other person, or to prejudice in any manner the rights of the Debtor, the Estate or any person in any further proceedings involving the Debtor.

XI. CERTAIN RISK FACTORS TO BE CONSIDERED

Parties in interest should read and carefully consider the following factors, as well as the other information set forth in this Disclosure Statement (and the documents delivered together herewith and/or incorporated by reference herein), including those items discussed in the Financial Exhibit, before deciding whether to accept or reject the Plan.

As indicated in the Financial Exhibit, the Debtor has lost over \$100 million in the past two years, and the Debtor projects that it will only break even on an operating cash basis by the middle of 2008. The business plan that forms the basis of the Debtor's projections has only recently been completed, and the results of such plan are unknown.

Economic forces beyond the Debtor's control, including the demand for Emergency Vehicles and Condor Vehicles and the general health of the economy, among others, could have a material impact on the Debtor's operations.

Despite efforts to resolve problems with the ERP System, the ERP System is still not functioning properly and will continue to present challenges after the Effective Date.

The impact of vendor and customer reaction to the bankruptcy filing is unknown. Over one half of the Debtor's vendors are single-source providers, and the failure to retain relationships with such vendors could have a material effect on the Debtor's business. Certain customers have purported to cancel orders or expressed an intent to cancel orders.

Certain members of the Management Team are provided on a temporary basis. The impact of locating and placing permanent management is unknown, and ALF has not yet completed its executive search.

The Debtor's going-forward business plan depends on the consolidation of operations previously conducted in several different facilities. The operational risks and difficulties that the Debtor will encounter in the consolidation process is unknown.

As described in Section III.C.3. above, the Committee is investigating the validity, extent and priority of the Pre-Petition Lenders' liens. The commencement of any action challenging the validity, extent or priority of the Pre-Petition Lenders' liens or litigation to recharacterize or subordinate the Pre-Petition Lenders' claims as unsecured debt or equity, or otherwise, will result in a default under the DIP Financing and, absent additional post-petition financing, will likely result in cessation of ALF's operations and liquidation.

If the Plan is not confirmed and consummated, there can be no assurance that the chapter 11 Case will continue rather than be converted to a chapter 7 liquidation. The Debtor has no reason to believe that such a process would yield a return to Creditors and Interest Holders higher than the Plan, as reflected in the liquidation analysis included in the Financial Exhibit. It is possible that, absent confirmation of the Plan, the result may be a lower purchase price for the Debtor's assets in a chapter 7 liquidation proceeding, or alternatively, a piecemeal liquidation of estate assets. If that were to occur, holders of Claims or Interests might see substantially lower recovery or no recovery at all.

XII. CONFIRMATION OF THE PLAN

The Bankruptcy Court may confirm the Plan only if it determines that the Plan complies with the technical requirements of chapter 11 of the Bankruptcy Code, including, among other things, that (a) the Plan properly classifies Claims and Interests (b) the Plan complies with applicable provisions of the Bankruptcy Code, (c) the Debtor has complied with applicable provisions of the Bankruptcy Code, (d) the Debtor has proposed the Plan in good faith and not by any means forbidden by law, (e) disclosure of "adequate information" as required by Bankruptcy Code section 1125 has been made, (f) the Plan has been accepted by the requisite votes of creditors or interest holders (except to the extent "cramdown" is available under Bankruptcy Code section 1129(b)), (g) the Plan is in the "best interests" of all holders of Claims and Interests in each impaired Class, (h) all fees and expenses payable under 28 U.S.C. § 1930, as determined by the Bankruptcy Court and the Confirmation Hearing, have been paid, or the Plan provides for the payment of such fees on the Effective Date, and (i) the Plan provides for the payment of all retiree benefits, as defined in Bankruptcy Code section 1114, at the level established at any time before confirmation in accordance with Bankruptcy Code section 1114(e)(1)(B) or 1114(g), for the duration of the period that the Debtor has obligated itself to provide such benefits.

A. Voting Requirements

Under the Bankruptcy Code, only Classes of Claims and Interests that are "impaired" are entitled to vote to accept or reject the Plan. A Class is impaired if the Plan modifies the legal, equitable or contractual rights of holders of Claims or Interests in the Class (other than by curing defaults and reinstating debt). Under Bankruptcy Code section 1126(f), Classes of Claims or Interests that are unimpaired are conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan. Under Bankruptcy Code section 1126(g), Classes of Claim and Interests whose holders will not receive or retain any property under the Plan are deemed to have rejected the Plan and are not entitled to vote on the Plan.

An impaired Class of Claims or Interests will have accepted the Plan if (a) the holders (other than any holder designated under Bankruptcy Code section 1126(e)) of at least two thirds in amount of the Allowed Claims or Interests actually voting in the Class have voted to accept the Plan and (b) holders (other than any holder designated under Bankruptcy Code section 1126(e)) of more than one half in number of the Allowed Claims or Interests actually voting in such Class have voted to accept the Plan.

All classes other than Classes 2, 3, 6, and 7 are Impaired under the Plan. Accordingly, the holders of Claims or Interests in Classes 1, 4, and 5 are entitled to vote on the Plan.

B. Feasibility of the Plan

In connection with confirmation of the Plan, Bankruptcy Code section 1129(a)(11) requires that the Bankruptcy Court find that consummation of the Plan is not likely to be followed by the liquidation or the need for further financial reorganization of the Debtor. This is the so called "feasibility" test.

The Debtor has prepared certain financial information to demonstrate the feasibility of the Plan. The financial information includes (i) projected financial information to demonstrate

the Debtor's ability to perform under the Plan, and (ii) historical financial information to demonstrate that the pro forma financial projections are derived from historical operations. Included in the information is an analysis of ALF's results of operations for the calendar years ending December 31, 2005 (audited); December 31, 2006 (unaudited); and December 31, 2007 (unaudited). *See* Financial Exhibit. The Financial Exhibit also includes a liquidation analysis demonstrating that, in the event of a liquidation, General Unsecured Creditors will not be entitled to any distribution.

As such, confirmation of the Plan is very unlikely to be followed by further liquidation. Accordingly, the Debtor believes that the Plan complies with the standard of Bankruptcy Code section 1129(a)(11).

C. Best Interests Test

Even if the Plan is accepted by each Class of holders of Claims and Interests, the Bankruptcy Code requires the Bankruptcy Court find the Plan is in the "best interests" of all holders of Claims or Interests that are impaired by the Plan and that have not accepted the Plan. As set forth in Bankruptcy Code section 1129(a)(7), the "best interests" test requires a bankruptcy court to find that either (i) all members of an impaired class have voted to accept a plan, or (ii) the plan will provide a member who has not accepted the plan with a recovery of property of a value, as of the effective date of the plan, that is not less than the amount that such holder would receive or retain if the debtor were liquidated under chapter 7 of the Bankruptcy Code on such date.

To calculate the probable distribution to members of each class of holders of claims or interests if a debtor were liquidated under chapter 7, a Bankruptcy Court must first determine the aggregate dollar amount that would be generated from the debtor's assets if its chapter 11 case were converted to a chapter 7 case under the Bankruptcy Code. This "liquidation value" would consist primarily of the proceeds from a forced sale of the debtor's assets by a chapter 7 debtor.

The amount of liquidation value available to unsecured creditors would be reduced by the claims of secured creditors to the extent of the value of their collateral and by the costs and expenses of liquidation, as well as by other administrative expenses of both the chapter 7 case and the chapter 11 case. Costs of a liquidation under chapter 7 of the Bankruptcy Code would include the compensation of a chapter 7 trustee, as well as counsel and other professionals retained by that trustee, asset-disposition expenses, all unpaid expenses incurred by the trustee and debtor in the chapter 11 Case (such as compensation of attorneys and advisors) that are allowed in the chapter 7 case, litigation costs, and claims arising from the operations of the Debtor during the pendency of the Cases. The liquidation would also likely prompt the rejection of executory contracts and unexpired leases and thereby create a significantly greater amount of unsecured claims.

Once the bankruptcy court ascertains the recoveries in liquidation of the secured creditors and priority claimants, it must determine the probable distribution to general unsecured creditors and equity interest holders from the remaining available proceeds in liquidation. If such probable distribution has a value greater than the distributions to be received by such creditors

and equity interest holders under a debtor's plan, then such plan is not in the best interests of creditors and equity security holders.

As shown in the liquidation analysis included in the Financial Exhibit, the Debtor believes that each member of each Class of Claims and Interests will receive at least as much under the Plan as they would receive if the Debtor were liquidated in a chapter 7 case. More specifically, a liquidation of the Debtor would significantly impair recoveries to all Creditors and Interest Holders and clearly is not in the best interests of the Estate's constituencies. Accordingly it is clear that Creditors and Interest Holders will fare much better under the Plan than in a liquidation. The Plan therefore satisfies the best-interests-of-creditors test.

D. Confirmation Without Acceptance of All Impaired Classes – "Cramdown"

The Debtor may request confirmation of the Plan, as it may be modified from time to time, under Bankruptcy Code section 1129(b), and it reserves the right to modify the Plan to the extent, if any that confirmation in accordance with Bankruptcy Code section 1129(b) requires modification. Under Bankruptcy Code section 1129(b), the Court may confirm a plan over the objection of a rejecting class, if, among other things, (a) at least one impaired Class of Claims has accepted the plan (not counting votes of any "insiders" as defined in the Bankruptcy Code) and (b) if the plan "does not discriminate unfairly" against and is "fair and equitable" to each rejecting class.

A plan does not discriminate unfairly within the meaning of the Bankruptcy Code if a rejecting impaired class is treated equally with respect to other classes of equal rank. A plan is fair and equitable as to a class of secured claims that rejects the plan, if amount other things, the plan provides (a)(i) that the holders of claims in the rejecting class retain the liens securing those claims (whether the property subject to those liens is retained by the debtor or transferred to another entity) to the extent of the allowed amount of such claims and (ii) that each holder of a claim of such class receives on account of that claim deferred cash payments totaling at least the allowed amount of that claim, of a value, as of the effective date of the plan, of at least the value of the holder's interest in the estate's interests in such property; (b) for the sale, subject to Bankruptcy Code section 363(k), of any property that is subject to liens securing the claims included in the rejecting class, free and clear of liens, with the liens to attach to the proceeds of the sale, and the treatment of the liens on proceeds under clause (a) or (c) of this paragraph, or (c) for the realization by such holders of the indubitable equivalent of such claims.

A plan is fair and equitable as to a class of unsecured claims that rejects the plan, if, among other things, the plan provides that (a) each holder of a claim in the rejecting class will receive or retain on account of its claim property that has a value, as of the effective date of the plan, equal to the allowed amount of the claim; or (b) no holder of a claim or interest that is junior to the claims of the rejecting class will receive or retain under the plan any property on account of such junior claim or interest.

A plan is fair and equitable as to a class of interests that rejects a plan in the plan provides, among other things that (a) each holder of an interest of such class receive or retain on account of such interest property of a value, as of the effective date of the plan, equal to the greatest of the allowed amount of any fixed liquidation preference to which such holder is

entitled, any fixed redemption price to which such holder is entitled, or the value of such interest; or (b) that no holder of an interest that is junior to such class will receive or retain under the plan any property on account of such junior interest.

The Committee has asserted that the Debtor will be unable to confirm the Plan without the affirmative vote of Class 4 General Unsecured Claims based on the argument that the plan is not fair and equitable to Class 4 since Interest Holders (Class 7) will retain their Interests under the Plan.

XIII. FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN

The purpose of this provision is to provide a discussion of the potential material Federal income tax consequences of the plan to the Debtor and the hypothetical holders of Claims or Interests in the case that would enable such a hypothetical investor to make an informed judgment about the Plan, as contemplated in 11 U.S.C. § 1125(a)(1). The Federal income tax consequences discussed herein are those arising under the Internal Revenue Code of 1986, as amended (the "Tax Code") and the income tax regulations promulgated thereunder, (the "Regulations") and case law, revenue rulings, revenue procedure and other authority interpreting the relevant sections of the Tax Code and the Regulations.

This summary does not address foreign, state or local tax law, or any estate or gift tax consequences of the Plan, nor does it purport to address the Federal income tax consequences of the Plan to special classes of taxpayers (such as taxpayers who are not United States domestic corporations or citizens or residents of the United States, S corporations, banks, mutual funds, insurance companies, financial institutions, regulated investment companies, broker-dealers, non-profit entities or foundations, small business investment companies, persons that hold Claims or Interests as part of a straddle or conversion transaction and tax-exempt organizations.)

No administrative rulings will be sought from the Internal Revenue Service ("IRS") with respect to any of the federal income tax aspects of the Plan. Consequently, there can be no assurance that the treatment described in this Disclosure Statement will be accepted by the IRS. No opinion of counsel has either been sought or obtained with respect to the federal income tax aspects of the Plan.

THE DISCUSSION SET FORTH IN THIS DISCLOSURE STATEMENT IS INCLUDED FOR GENERAL INFORMATION ONLY. ALL CLAIMANTS AND INTEREST HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE FEDERAL INCOME TAX CONSEQUENCES CONTEMPLATED UNDER OR IN CONNECTION WITH THE PLAN, AS WELL AS STATE AND LOCAL TAX CONSEQUENCES AND FEDERAL ESTATE AND GIFT TAXES.

XIV. RECOMMENDATIONS AND CONCLUSION

THE DEBTOR BELIEVES THAT THE PLAN'S CONFIRMATION IS IN THE BEST INTERESTS OF THE DEBTOR, ITS ESTATE AND CREDITORS THEREOF. FOR THESE REASONS THE DEBTOR URGES ALL HOLDERS OF CLAIMS TO VOTE TO ACCEPT THE PLAN AND TO EVIDENCE THEIR ACCEPTANCE BY DULY COMPLETING AND RETURNING THEIR BALLOTS SO THAT THEY WILL BE RECEIVED BY THE DEBTOR'S BALLOTING AGENT ON OR BEFORE APRIL 4, 2008 AT 4:30 P.M. PREVAILING PACIFIC TIME.

Dated: March 11, 2008

Wilmington, Delaware

AMERICAN LAFRANCE, LLC

/s/ William J. Hinz

William J. Hinz, President & CEO

KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS, LLP

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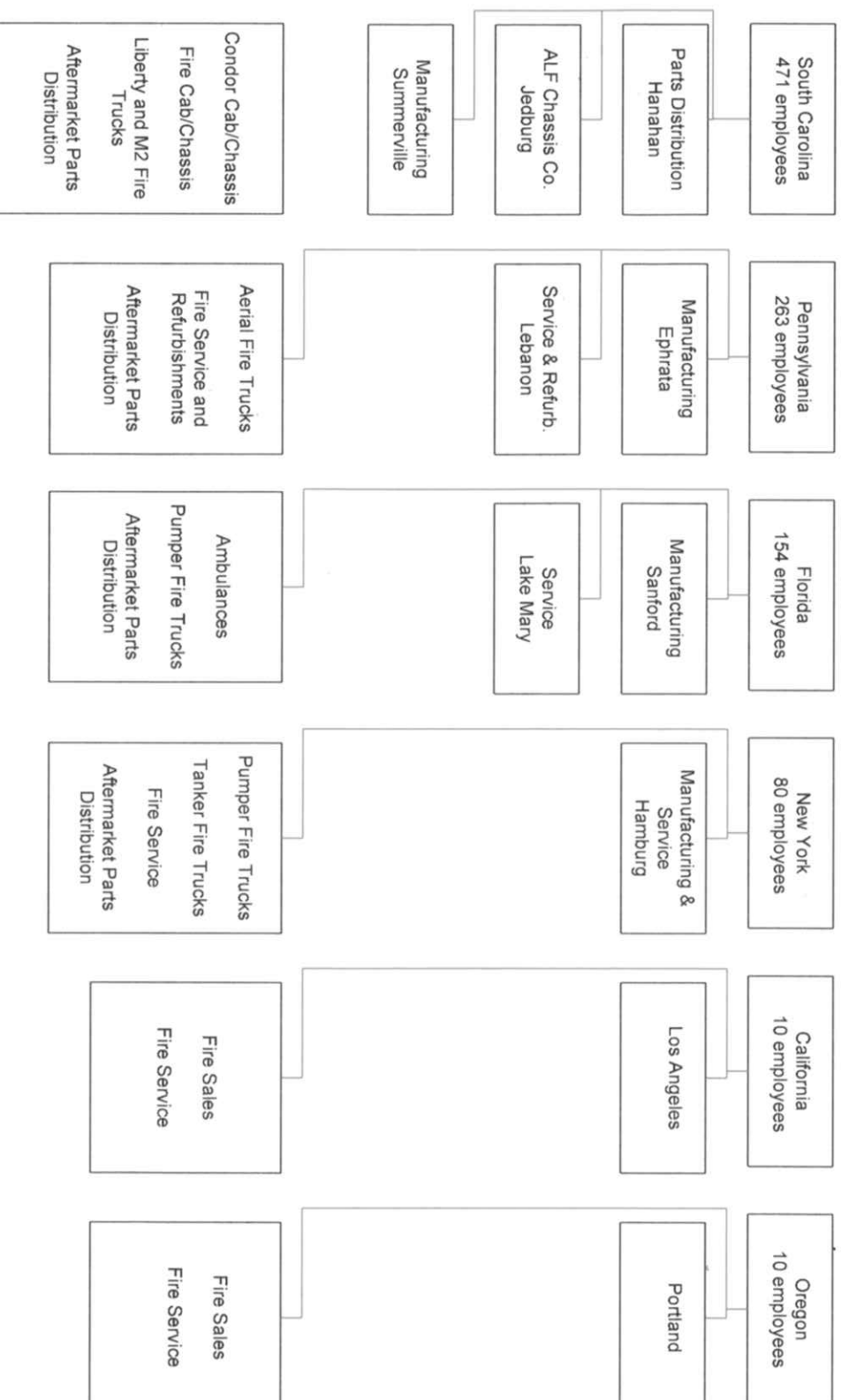
Counsel for the Debtor and Debtor in Possession

EXHIBIT A

[INTENTIONALLY OMITTED—FILED SEPARATELY]

American LaFrance, LLC

Organizational Structure



Financial Exhibits

Historical Financials

American LaFrance, LLC
Historical Financial Statements
(in thousands)

	Audited 12/31/2005	Unaudited 12/31/2006	Unaudited [1] 12/31/2007
Statement of Operations			
Net Sales		\$ 233,648	\$ 194,497
Cost of goods sold		232,159	191,969
Gross Profit		1,489	2,528
Selling, general and administrative		42,021	56,211
Loss from Operations		(40,532)	(53,683)
Other income (expense):			
Interest expense		(8,233)	(15,084)
Interest and other income, net		536	9,746
Other income (expense), net		(7,697)	(5,338)
Net loss		\$ (48,229)	\$ (59,020)
Balance Sheets			
Assets			
Cash and cash equivalents	8,808	2,432	4,000
Restricted cash	422	24,331	24,717
Accounts receivable, net of allowance	15,277	35,077	19,803
Receivable from Freightliner, LLC	11,936	4,769	
Inventories	78,780	92,432	87,500
Transitional services agreement, net	2,961	-	
Prepaid insurance and other current assets	913	3,686	3,000
Total current assets	119,097	162,727	139,020
Property, plant and equipment, net	-	1,925	17,255
Software, net	-	8,550	13,620
Total Assets	119,097	173,202	169,895
Liabilities			
Accounts payable and accrued liabilities	3,930	8,081	52,813
Warranties	658	4,752	7,172
Employee compensation	3,431	3,901	2,487
Accrual for loss on uncompleted contracts	2,086	2,305	1,050
Payable to Freightliner, LLC	4,578	49,689	10,578
Distribution payable to members	1,826	6,224	
Customer deposits	7,420	9,903	13,378
Current portion of other term debt	-	2,308	
Total current liabilities	23,929	87,163	87,478
Deferred revenue - Extended warranties		985	
Long-term portion of related-party debt	37,000	60,900	154,141
Revolving term loan with related party		15,000	
Long-term portion of other term debt		3,000	1,170
Preferred member's interest subject to mandatory redemption			
Series A	3,571	2,473	4,225
Series B	6,646	3,959	-
Total Long-term liabilities	47,217	86,317	159,536
Member's Capital		-	
Accumulated earnings	47,951	(278)	(59,298)
Valuation Adjustment [2]			(17,821)
Total member's capital	47,951	(278)	(77,119)
Total liabilities and member's capital	119,097	173,202	169,895

[1] Financial statements as of 12/31/07 are based on management estimates

[2] Unidentified adjustment necessary to reconcile ending equity

Financial Projections

American LaFrance, LLC
Business Plan Projections
(in thousands)

	Post-petition			Post-emergence				
	12 mo end	4 mo end	Fresh Start	4 mo end	8 mo end	12 mo end	12 mo end	12 mo end
	12/31/07	4/25/2008	Adjustments	4/25/2008	12/31/2008	12/31/08	12/31/2009	12/31/2010
STATEMENT OF OPERATIONS								
Net sales	\$ 194,497	\$ 43,690	\$ -	\$ 43,690	\$ 213,072	\$ 256,762	\$ 390,935	\$ 355,074
Cost of goods sold	191,969	42,625	-	42,625	180,924	223,549	334,480	303,612
Gross margin	2,528	1,064	-	1,064	32,148	33,212	56,455	51,462
SG&A	56,211	13,052	-	13,052	22,983	36,035	34,316	34,316
Operating profit	(53,683)	(11,988)	-	(11,988)	9,165	(2,823)	22,138	17,146
Interest (incl Series A PIK Interest)	15,084	785	-	785	15,964	16,748	22,804	20,710
Other income (expense)	9,746	-	-	-	-	-	-	-
Reorganization Costs	-	3,000	-	3,000	-	3,000	-	-
Debt forgiveness (income)	-	-	(48,428)	(48,428)	-	(48,428)	-	-
Net income (loss)	\$ (59,020)	\$ (15,772)	\$ 48,428	\$ 32,656	\$ (6,798)	\$ 25,858	\$ (666)	\$ (3,564)
Operating Profit	(53,683)	(11,988)	-	(11,988)	9,165	(2,823)	22,138	17,146
D&A	2,671	1,828	-	1,828	3,782	5,610	5,744	5,744
EBITDA	\$ (51,011)	\$ (10,159)	\$ -	\$ (10,159)	\$ 12,947	\$ 2,788	\$ 27,882	\$ 22,890
BALANCE SHEET								
Assets								
Cash and cash equivalents	\$ 4,000	\$ 2,000	\$ -	\$ 2,000	\$ 2,000	\$ 2,000	\$ 2,000	\$ 2,000
Restricted cash	24,717	24,717	-	24,717	24,717	24,717	24,717	24,717
Accounts receivable, net of allowance	19,803	33,593	-	33,593	44,690	44,690	64,295	58,397
Inventories	87,500	85,154	-	85,154	94,030	94,030	66,896	50,602
Prepaid insurance and other current assets	3,000	3,000	-	3,000	3,000	3,000	3,000	3,000
Total current assets	139,020	148,464	-	148,464	168,437	168,437	160,908	138,716
Net Fixed Assets	30,875	31,395	-	31,395	29,180	29,180	29,180	29,180
Total Assets	\$ 169,895	\$ 179,859	\$ -	\$ 179,859	\$ 197,617	\$ 197,617	\$ 190,088	\$ 167,896
Liabilities								
Accounts payable and accrued liabilities	\$ 52,813	\$ 52,813	\$ (46,937)	\$ 5,876	\$ 14,825	\$ 14,825	\$ 22,492	\$ 20,429
Warranties	7,172	7,330	-	7,330	9,468	9,468	14,416	13,093
Employee compensation	2,487	2,661	-	2,661	2,724	2,724	4,998	4,540
Accrual for loss on uncompleted contracts	1,050	100	(100)	-	-	-	-	-
Payable to Freightliner, LLC	10,578	10,578	(10,578)	-	-	-	-	-
Distribution payable to members	-	-	-	-	-	-	-	-
Customer deposits	13,378	13,378	-	13,378	13,378	13,378	13,445	12,212
Total current liabilities	87,478	86,860	(57,615)	29,246	40,396	40,396	55,351	50,274
Exit financing	-	-	189,597	189,597	202,831	202,831	180,743	166,907
Debtor-in-possession facility	-	42,000	(42,000)	-	-	-	-	-
Prepetition secured debt	154,141	138,410	(138,410)	-	-	-	-	-
Revolving term loan with related party	-	-	-	-	-	-	-	-
Long-term portion of other term debt	1,170	1,170	-	1,170	1,170	1,170	1,170	1,170
Series A	4,225	4,310	-	4,310	4,482	4,482	4,751	5,036
Total Long-term liabilities	159,536	185,890	9,187	195,076	208,483	208,483	186,664	173,113
Member's Capital								
Accumulated earnings	(59,298)	(75,070)	48,428	(26,642)	(33,441)	(33,441)	(34,106)	(37,670)
Valuation Adjustment	(17,821)	(17,821)	-	(17,821)	(17,821)	(17,821)	(17,821)	(17,821)
Total member's capital	(77,119)	(92,892)	48,428	(44,464)	(51,262)	(51,262)	(51,928)	(55,491)
Total liabilities and member's capital	\$ 169,895	\$ 179,859	\$ -	\$ 179,859	\$ 197,617	\$ 197,617	\$ 190,088	\$ 167,896

American LaFrance, LLC
Business Plan Assumptions

Fresh Start Adjustments

- Debt forgiveness income – reflects the net book value of all liabilities settled pursuant to the Plan, less cash consideration paid in connection with the Plan. These include:

Accounts payable and accrued liabilities	\$46.9 million
Payable to Freightliner	\$10.6 million
Accrual for loss on uncompleted contracts	\$0.1 million
Estimated 11 U.S.C. §503(b)(9) Claims	(\$1.1) million
Estimated Executory Contract Cure Costs	(\$1.4) million
Priority Taxes	(\$0.5) million
Convenience Claims	(\$1.2) million
Cash consideration paid to creditors	<u>(\$5.0) million</u>
Net debt forgiveness income	<u>\$48.4 million</u>

- Exit financing of \$189.6 million reflects the refinance of approximately \$138.4 million of prepetition secured debt at 4/25/08 and \$42 million of debtor-in-possession financing. Additionally, the exit financing facility includes a \$9.2 million draw to make payments to unsecured creditors, pay 11 U.S.C. §503(b)(9) claims, cure executor contracts, pay convenience claims, and pay priority taxes.

Post Emergence Balance Sheet Modeling Assumptions

- Accounts receivable – at 12/31/09 and 12/31/10, reflects a projected DSO of 60 days, an improvement of 3.5 days over 12/31/08, which reflects an increasing product mix of Condors (Fire typically has DSO of around 60 to 95 days versus Condor of 20 to 30 days).
- Inventory –Inventory turns are projected to increase from 2.4x at 12/31/08 to 5.0x in 2009 and 6.0x in 2010 as production and supply chain efficiencies are achieved and as the product mix shifts toward higher volume Condor products.
- Accounts Payable – at 12/31/08, days payable are assumed to be 15 days. At 12/31/09 and 12/31/10, days payable are projected to increase to 30 days.
- Warranties and employee compensation – both of these accounts are projected to remain in the same proportion of sales as observed at 12/31/07.

- Customer Deposits – in 2009 and 2010, Customer Deposits are expected to represent 3.4% of sales. This is approximately one-half the rate observed for 2007.

Business Plan Assumptions

- Work furlough began in December 2007 and is projected to continue until the first few weeks of March 2008, at which time production will resume to a full schedule. Prior to March, the company will be completing WIP.
- Sales Volumes – Sales volumes are based on the actual backlog PO prices. The current Fire backlog runs through the full year 2008. Condor backlog runs through August of 2008. Sales in 2010 are expected to be lower than 2009 as a result of the new emissions standards which will take effect in 2010 (essentially 2010 sales are projected to be pulled forward into 2009). Projected unit shipment volumes are reflected in the following table:

	2008 Plan	2009 Plan	2010 Plan
Fire	279*	276	276
Condor HD	817	1,495	1,280
Condor MD	434	680	500
Private Label	251	500	500
Total	1,781	2,951	2,556

*Excludes twelve ambulances that will be produced at Sanford in 2008. No ambulances are budgeted for 2009 and 2010 after the Sanford facility is closed in 2008.

- Average Unit Pricing – average unit prices are reflected in the following table:

	2008 Plan	2009 Plan	2010 Plan
Fire	\$361,142	\$388,835	\$388,835
Condor HD	\$109,021	\$112,292	\$112,292
Condor MD	\$60,380	\$65,100	\$65,100
Private Label	\$90,000	\$92,700	\$92,700

- Parts and Service sales are projected at \$13.8 million in 2008 and \$25.1 million for each of 2009 and 2010.
- Material costs are based upon actual bill of materials for trucks of similar type.
- The plan assumes bid and performance bond capabilities commensurate with projected sales volumes.
- SG&A reduction – SG&A is projected to decrease more than \$10 million from 2007 to 2008 as a result of:

- \$3.0 million – a reclassification of engineering costs to COGS, and
 - \$8.3 million – a reduction in sales workforce from 86 to 47 headcounts
- The Sanford facility (owned) will be closed and the existing WIP will be finished out by the end of March. The Lake Mary (leased) facility will be vacated by the end of March. All employees will receive 60 days notice pursuant to the WARN act. The plan anticipates no further ambulance production after the closure of these facilities.
- The inventory at the PDC facility (leased) will be transferred to the Summerville plant. The PDC facility will be completely vacated on or before the end of March.
- The ACC cab chassis plant (leased) is to be relocated to the Summerville plant by July 2008.
- The Northwest dealership in Oregon is being closed under the facility rationalization plan. This is a leased facility.
- The plan assumes that all OEM vendor pricing remains in place.
- The plan currently assumes no P&L impact for the recent physical inventory, the results of which are still being quantified.
- The plan assumes the number of labor hours per truck produced will reduce, as a result of efficiencies expected post-furlough.

Liquidation Analysis

American LaFrance, LLC
Liquidation Analysis
(in thousands)

	Balance Sheet	Forced Liquidation		
	Unaudited	Realization	Extended	
	12/31/2007	Rate	Value	
Gross Assets				
Cash and cash equivalents	\$ 4,000	100.0%	\$ 4,000	
Restricted cash	24,717	100.0%	24,717	
Accounts receivable, net of allowance	19,803	75.0%	14,852	
Raw Materials	40,400	25.0%	10,100	
Work in process	45,900	18.5%	8,492	
Finished Goods	1,310	80.0%	1,048	
Used	3,000	5.0%	150	
Other - unidentified	-	0.0%	-	
Reserve for excess and obsolescence	(3,110)	0.0%	-	
Net Inventory	<u>\$ 87,500</u>	<u>22.6%</u>	<u>\$ 19,790</u>	
Prepaid insurance and other current assets	3,000	0.0%	-	
Current Assets	<u>\$ 139,020</u>	<u>45.6%</u>	<u>\$ 63,359</u>	
235 N. 16th Street Lebanon, PA 17042	-	NA	4,500	
3705 St. Johns Parkway Sanford FL 32771	-	NA	5,000	
Factory Equipment	3,531	25.0%	883	
Leasehold Improvements	1,208	0.0%	-	
Furniture & Fixtures	1,194	10.0%	119	
Computer & Communications Equipment	1,479	16.9%	250	
Software	13,620	0.0%	-	
Construction in Progress	9,800	10.0%	980	
Vehicles	43	10.0%	4	
Net Property, plant and equipment	<u>30,875</u>	<u>38.0%</u>	<u>11,736</u>	
Gross Value of Assets	<u>\$ 169,895</u>	<u>76.2%</u>	<u>\$ 75,095</u>	
Liquidation Expenses			(2,207)	
Restricted Cash			(24,717)	
Preference Actions			12,500	
Legal Expense			(500)	
Net Liquidation Value			<u>\$ 48,171</u>	
			<u>\$ 12,000</u>	
	Claims	\$ Cascade	\$ Chp 5	Rec %
DIP Facility	\$ 42,000	\$ 42,000		100.0%
Secured Debt	138,410	6,120		4.4%
Other Secured	1,170	52		4.4%
Admin Claims	2,000	-	2,000	100.0%
11 U.S.C. §503(b)(9)	1,100	-	1,100	100.0%
Priority Unsecured	488	-	488	100.0%
General Unsecured:				
Secured Deficiency Claim	133,409	-	4,491	3.4%
Rejection Damages	7,911	-	266	3.4%
Unsecured Performance Bonds	6,283	-	212	3.4%
Other Unsecured	89,772	-	3,022	3.4%
Preference Claims	12,500		421	3.4%
Subtotal - General Unsecured	<u>\$ 249,876</u>	<u>-</u>	<u>8,412</u>	<u>3.4%</u>
Total		<u>\$ 48,171</u>	<u>\$ 12,000</u>	

American LaFrance, LLC
Liquidation Analysis
Assumptions

The liquidation analysis was prepared under a forced liquidation scenario. For purposes of this analysis, the definition of forced liquidation is:

The most probable price at which the subject assets could typically realize at a properly advertised and professionally managed auction, held under forced sale conditions and present day economic trends. The assets are assumed to be sold on a piecemeal basis, "as is condition, where is location", with the purchaser responsible for removal at their own risk and expense. The sale is assumed to be a sale of duress, where manufacturing operations, if applicable, have been discontinued.

Specific line item assumptions for assets include:

- Cash and Restricted cash – valued at 100% of book value.
- Accounts receivable, net of allowance – assumed to liquidate at 75% of book value.
- Raw Materials – assumed to realize 25% under a forced liquidation. This realization rate is based a September 30, 2006 valuation study conducted by AccuVal Associates, Incorporated, which indicated a 49% realization under an orderly liquidation assumption. A forced liquidation value was assumed to be 25%, or 50% of the orderly liquidation assumption.
- Work-in-Process - assumed to realize 18.5% under a forced liquidation. This realization rate is based a September 30, 2006 valuation study conducted by AccuVal Associates, Incorporated, which indicated a 37% realization under an orderly liquidation assumption. A forced liquidation value was assumed to be 18.5%, or 50% of the orderly liquidation assumption.
- Finished Goods - assumed to realize 80% under a forced liquidation. This realization rate is based a September 30, 2006 valuation study conducted by AccuVal Associates, Incorporated, which indicated an 81% realization under an orderly liquidation assumption. A forced liquidation value was assumed to be 80%, or roughly the same as the orderly liquidation assumption.
- Prepaid insurance and other current assets – assumed to recover 0% under a forced liquidation.
- 235 N. 16th Street Lebanon, PA – this property is currently listed with a real estate broker for \$4.56 million.

- 3705 St. Johns Parkway Sanford, FL – value of \$4.0 million is based on management’s estimate of the probable sale / leaseback value of this location.
- Factory equipment – based on management’s estimate of the probable liquidation value of this asset.
- Leasehold improvements – based on management’s estimate of the probable liquidation value of this asset.
- Furniture and fixtures – based on management’s estimate of the probable liquidation value of this asset.
- Computer and communications equipment – based on management’s estimate of the probable liquidation value of this asset.
- Software – assumed to be non-transferrable and to have no value under a forced liquidation.
- Construction in progress – valuation based on anticipated sale of significant equipment, such as paint booths, etc.
- Vehicles – assumed to liquidate for 10% of net book value. The book value of vehicles is inconsistent with other data that has been provided by the Company.

Chapter 5 – Avoidance Actions:

- \$12.0 million of preference recovery is assumed (net of \$0.5 million of legal fees), which is distributed in the following priority:
 1. Admin Claims and 11 U.S.C. §503(b)(9) claims, then to
 2. Priority Unsecured, then to
 3. General Unsecured claims, including unsecured pre-petition preference claims.

American LaFrance LLC
90 preference analysis

Vendor Name	Preference
A&R METAL INDUSTRIES LTD	1,783
A. DUIE PYLE INC	
A.C.P.A.	6,477
A.H. STOCK MANUFACTURING CORPORATION	
A.J.G LOCKSMITH	
ABF FREIGHT SYSTEM INC	6,650
ABLE MANUFACTURING & ASSEMBLY LLC	12,292
ABRASIVE-TOOL CORPORATION	
ACC BUSINESS	11,153
ACC CLIMATE CONTROL	
ACCOUNTEMPS	4,876
ACCURATE DIESEL	
ACCURIDE CORPORATION	49,551
ACTION COUPLING & EQUIPMENT INC	
ACUMNET GLOBAL TECH	2,058
ADP	
ADVANCE DRIVELINE	
ADVANCED FLUID SYSTEMS	-
AEROTEK COMMERICAL STAFFING	123,260
AFLAC	7,539
AI CONTROL SYSTEMS INC	6,450
AIR CENTERS OF FLORIDA	
AIR LIQUIDE HEALTHCARE AMERICAN CORPORATION	
AIR POWER INC	46,027
AIRGAS	14,753
AIRGAS EAST	29,838
AIRITE INC	6,000
AIR-KWIK INC	14,830
AKRON BRASS CO	103,803
ALBRIGHT OPTICIANS	
ALCOA SUB-ASSEMBLY LOGISTICS	10,622
ALLEGHENY YORK COMPANY	
ALLEGIS CORPORATION	
ALLIANCE METALS GROUP	6,878
ALLISON TRANSMISSION, INC	457,472
ALLYSON MOSER	
ALTA RESOURCES INC	
ALTEK SYSTEMS INC	88,870
ALUMINUM LADDER COMPANY	496
AMAZON HOSE & RUBBER	
AMDOR SPECIALITY ROLL-UP DOORS	38,690
AME INC	71,891
AMENO CONNECTOR SUPPLY	
AMERICAN CITADEL GUARD INC	
AMERICAN METAL PRODUCTS	
AMERICAN METAL PRODUCTS COMPANY	
AMERICAN SAFETY & FIRE	
AMERICAN SENSOR TECHNOLOGIES	7,490
AMERICAN STAINLESS CORPORATION	
AMERICAN STEEL & ALUMINUM	16,731
AMERICAN WASTE DIGEST	
AMETEK DIXSON	-
AMITY MACHINE SHOP	-
ANIXTER INC	5,926
AON RISK SERVICES INC	
APPLE ROCK DISPLAYS	20,331
APPLIED INDUSTRIAL TECHNOLOGIES	
ARIZONA CORPORATION COMMISSION	
ARKANSAS MOTOR VEHICLE COMMISSION	
ARROW SAFETY DEVICE CO. INC	
ART SYSTEMS OF FLORIDA	
ARVIN RIDE CONTROL PRODUCTS	
ARVINMERITOR AUTOMOTIV ON-HWY AXLE DIV	179,764
ASCOM HASLER	
ASTRO MANUFACTURIGN & DESIGN	
AT&T	-
ATKINSON INTERNATIONAL INC	
ATLANTIC FORD TURCK SALES, INC.	
ATLANTIC STUD WELDING	
ATLAS FOOD SYSTEMS AND SERVICES INC	22,772
AUBURN ENGINEERING	39,740
AURORA METALS DIVISION	10,842
AUSTIN HARDWARE & SUPPLY	12,491
AUTOMATION TECHNOLOGY INC	
AUTOMOTIVE RENTALS INC	
AVIONIC STRUCTURES INC	-
AVON BEARINGS CORPORATION	6,412
AW DIRECT INC	
AXLE ALLIANCE COMPANY LLC	1,640
A-Z COATINGS	
BANK OF AMERICA	
BARBEY ELECTRONICS CORPORATION	4,855
BARKER PRODUCTS	
BARNHARDT MANUFACTURING COMPANY	
BARRY CONTROLS	12,871
BATTERY POST INC.	
BAYTREE ASSOCIATES	-
BEHR HEAT TRANSFER SYSTEMS INC	7,107
BEI TECHNOLOGIES INC	

American LaFrance LLC
90 preference analysis

Vendor Name	Preference
BEILER HYDRAULICS	24,118
BELMOR/AUTOTRON	
BENCO TECHNOLOGY LLC	
BENDIX COMMERCIAL VEHICLE SYSTEMS LLC	-
BENNETT MOTOR EXPRESS	
BEN'S PAINT SUPPLY	9,742
BERGSTROM CLIMATE SYSTEMS L.L.C	11,105
BERKELEY ELECTRIC COOPERATIVE	-
BETTS SPRING COMPANY INC	
BETTS TRUCK PARTS	
BEYOND COMPONENTS NY INC.	
BILL HEARD CHEVROLET	253,505
BILLY LEE LLC	-
BLACHFORD INC	15,725
BORGWARNER EMISSIONS/THERMAL SYSTEMS	10,081
BOSTROM SEATING INC	-
BOWEN MACHINE CO INC	
BOWEN'S SALES & SHARPENING	
BOYD CORPORATION	-
BOYD CORPORATION - GAFFNEY	18,347
BP AMOCO OIL	13,113
BREATHING AIR SYSTEMS	
BRENTWOOD INDUSTRIES INC	
BRIGHTHEADLIGHTS.COM	13,566
BRITECH INDUSTRIES	1,250
BROOKLINE MACHINE CO IN	
BUCKHORN RUBBER PRODUCTS INC	4,367
BUFFALO WELDING SUPPLY CO INC	
BULLDOG HIWAY EXPRESS	
BUMPER TO BUMPER TIRE AND TRUCK REPAIR	
BUSTIN INDUSTRIAL PRODUCTS	-
BUYERS PRODUCTS COMPANY	
BYERS PRECISION FABRICATORS INC	
C.H. REED INC	
C.R. LAURENCE CO INC	
CABLE ASSEMBLY LLC	68,448
CABLE COMPONENTS INC	
CADCAM-E.COM	55,002
CALIFORNIA STATE BOARD OF EQUALIZATION	5,072
CAMPBELL SUPPLY CO. INC	163,230
CANANWILL, INC	
CARLING TECHNOLOGIES INC	6,876
CAROLINA OFFICE SYSTEMS	
CAROLINA RIM AND WHEEL	5,537
CARROLL MARK SIGNS & GRAPHICS	
CASCADIA INTERNATIONAL LLC	130,061
CAST PRODUCTS INC	1,696
CATERPILLAR INC	11,624
CAVIN'S BUSINESS SOLUTIONS, LLC	
CCI ENTERPRISES INC	
CDW DIRECT LLC	10,507
CE SUPPLY INC.	
CEL OIL CO.	22,839
CELESCO TRANSDUCER PRODUCTS INC	
CENTRAL TRANSPORT INTERNATIONAL INC	
CERTIFIED FLEET SERVICES INC	
CERTIFIED SLINGS INC	
CERTIFIED TESTING LABORATORIES	
CHADWICK DESIGN CONSULTING LLC	8,480
CHALMERS SUSPENSIONS INTERNATIONAL INC	2,944
CHAMBERLAIN MARKETING GROUP INC	9,940
CHAMBERLIN RUBBER CO INC	
CHAMPION TOOLING & MACHINING COMPANY INC	6,765
CHARGING SYSTEMS INTERNATIONAL INC	5,379
CHARLESTON COUNTY TREASURER	
CHARLESTON WIRELESS GROUP	
CHART INC	9,586
CHELSEA PRODUCT DIVISION	
CHIEF MIKE KENNEDY	
CHRISTENSON OIL	6,146
CHURCHVILLE FIRE EQUIPMENT CORPORATION	
CIGNA	
CINTAS	7,942
CIT TECHNOLOGY FIN SERV, INC	
CITATION CORPORATION	11,952
CITY OF SANFORD UTILITIES	
CLASS 1 HARNESS INC	12,369
CLASS 1 INC - HALE PRODUCTS	
CLEAN SEAL INC	
CLEVELAND IGN CO INC	6,028
CMA SERVICES INC	67,558
COAST TO COAST CELLULAR INC	-
CODE 3 INC	-
COLE HERSEE COMPANY	
COMCAST	
COMMERCIAL PIPE & SUPPLY CORPORATION	
COMMONWEALTH OF PENNSYLVANIA	
CONDUSTRIAL INC	59,789
CONESTOGA FUELS	

American LaFrance LLC
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Vendor Name	Preference
CONMET DE MEXICO S.A. DE C.V	22,417
CONNOR MANUFACTURING SERVICES	20,313
CONSOLIDATED ELECTRICAL DISTRIBUTORS-SC	-
CONSOLIDATED METAL PRODUCTS INC	-
CONSOLIDATED METCO	
CONTROL ELECTRIC SUPPLY INC	
CON-WAY FREIGHT	
COOPER BUSSMAN	3,988
COOPER STANDARD	
COOPER TOOLS	22,855
COPYTRONICS INC	
CORE COMPOSITES CORPORATION	14,993
CORNING REAL ESTATE LEASE RECEIVABLES	22,901
CORPORATION SERVICE COMPANY	
COS COMMUNICATIONS INC	
COUNTRY INN & SUITES	-
COUNTY OF LANCASTER	
CRG PARTNERS GROUP LLC	
CROSSROADS UNLIMITED	
CRYSTAL ROCK LLC	
CUMBERLAND TRUCK EQUIPMENT COMPANY	
CUMMINS ATLANTIC INC	31,146
CUMMINS EMISSION SOLUTIONS	65,264
CUMMINS ENGINE CO INC	2,036,498
CUMMINS FILTRATION INC	14,805
CUMMINS POWER SYSTEMS INC	14,906
CUMMINS POWERCARE BUSINESS	
CUMMINS SOUTHEAST POWER INC	
CUPER TEK	66,500
CUSTOM FIBERGLASS PRODUCTS	
CUSTOM SYSTEMS	
CVG-NATIONAL SEATING COMPANY	17,383
CYBERMETRICS CORPORATION	5,249
CYGNUS BUSINESS MEDIA	16,006
D&E COMMUNICATIONS	7,895
DAIMLER VANS MANUFACTURING, LLC	25,000
DAIMLERCHRYSLER TRUCK FINANCIAL	7,916
DANA CORPORATION	
DANIEL J. WARSOVICK	7,957
DAUPHIN ASSOCIATES INC	4,332
DAVID CLARK COMPANY INC	
DAYCO PRODUCTS	
DEALER SOLUTION	
DEAN HENSLEY ENTERPRISES LLC	10,106
DECHERT DYNAMICS CORPORATION	4,131
DEFIANCE METAL PRODUCTS COMPANY	76,211
DELL MARKETING L.P.	
DELLINGER ENTERPRISES LTD	5,384
DELMARVA PUMP CENTER, INC.	83,071
DELPHI AUTOMOTIVE PACKARD ELECTRIC	1,351
DEPARTMENT OF FINANCIAL INSTITUTIONS	
DETROIT DIESEL	
DHS	
DIALIGHT CORPORATION	
DIAMOND MANUFACTURING COMPANY	
DIAMOND SPRINGS	
DIXIE PLYWOOD	
DOLORES BANKERT	
DONALDSON CO. INC	
DONALDSON COMPANY INC	5,151
DONOVAN MARINE INC	
DORCHESTER COUNTY TREASURER	-
DOUGHERTY EQUIPMENT CO. INC	3,516
DOUG'S WHEEL ALIGNMENT	
DPC EMERGENCY EQUIPMENT	
DUO-SAFETY LADDER CORP	5,813
DURRETT SHEPPARD STEELCOMPANY	
E & E METAL FABRICATIONS INC	58,366
E.J.METALS INC	-
E.V.S. LTD	3,712
EAGLE SYSTEMS INC	
EAST PENN MANUFACTURING INC	19,810
EATON CLUTCH DIVISION	5,870
EATON HYDRAULIC INC	26,501
EBERL IRON WORKS INC	4,841
EDEN RESORT INN	8,170
EDWARD HOSTMANN, INC	-
EDWARD W. DANIEL	
EGROUP INC	60,000
ELECTRICAL SPECIALIST	56,619
ELECTRO-FAST DIST INC	8,343
ELKHART BRASS MFG CO INC	
ELMHIRST INDUSTRIES INC	-
EMERGENCY VEHICLES PLUS	
ENDURA PLASTICS INC	
ENGINEERED HANDLING INC	
ENGINEERED PRODUCTS COMPANY	
ENTERPRISE TECHNOLOGIES INC	66,497
ENVIRONMENTAL COMPL. MGMT	9,916

American LaFrance LLC
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Vendor Name	Preference
ERIC ANDERSON	
ERIE COUNTY WATER AUTHORITY	
E-T-M ENTERPRISES INC	-
EWB SPECTRUM INC	490
EXCELLO ENGINEERED SYSTEMS LLC	
EXXON MOBILE	
FALCON FIRE SYSTEMS	
FARGO ASSEMBLY COMPANY OF PA. INC	-
FARRELL'S MAINTENANCE SERVICE	437
FARRIS FAB & MACHINE CO INC	37,765
FASTENAL COMPANY	
FAULKNER/HAYES LLC	15,360
FDN COMMUNICATIONS	6,994
FEDERAL SIGNAL CORPORATION	24,143
FEDERAL-MOGUL CORPORATION	1,735
FEDEX	-
FEDEX NATIONAL LTL INC	
FENNELL CONTAINER CO. INC	53,510
FENN-VAC INC	
FERGUSON ENTERPRISES INC	85,771
FERGUSON INTERGRATED SERVICES	166,866
FERNO WASHINGTON INC	
FIAMM TECHNOLOGIES INC	
FIRE APPARATUS MANUFACTURERS' ASSOC.	
FIRE HOOKS UNLIMITED	7,375
FIRE RESEARCH CORPORATION	-
FIRE SERVICE INC	32,846
FIRE TECH SERVICES INC	11,006
FIRECOM	9,762
FIREQUIP	1,201
FIRWIN CORPORATION	
FISHER RECYCLING INC	
FLAGLER EMERGENCY SERVICES, LLC	
FLAMBEAU SOUTHEAST CORPORATION	171
FLAMING RIVER INDUSTRIES INC	4,276
FLEET MAINTENANCE INC	
FLEET SOURCE INC	-
FLEETPRIDE	20,935
FLEXFAB	
FLEXFAB DE MEXICOMPANY	
FLEXFAB INC	7,248
FLORIDA DETROIT DIESEL	
FLORIDA POWER & LIGHT	-
FLORIDA PUBLIC UTILITIES	
FLORIDA SOUTHERN PLYWOOD CORPORATION	
FLORIDA STATE MOTOR VEHICLE DIV	
FLORIG EQUIPMENT CO INC	
FLUID POWER INC	14,400
FLUID TECH INC	
FOCUS BUSINESS SOLUTIONS INC	-
FOL-DA-TANK	
FORESTER COMMUNICATIONS INC	8,118
FORKLIFTS INC	8,697
FORMS IN A WINK	
FRAISER TIRE SERVICE, INC	8,610
FREEMAN DECORATING CO	
FREIGHTLINER LLC	
FREIGHTLINER, STERLING, WESTERN STAR OF ARIZON	19,500
FUEL SYSTEMS LLC	-
G.G.SCHMITT & SONS INC	
GABLE & SONS CONSTRUCTION INC	25,300
GARBER SCALE & CALIBRATION	5,000
GARNER ENGINEERING ASSOCIATES	7,704
GARRISON AMERICAN LAFRANCE	
GARRISON FIRE AND RESCUE CORPORATION	-
GATES RUBBER COMPANY	-
GE FANUC	14,576
GE FANUC AUTOMATION NORTH AMERICA INC	
GEAR PRODUCTS INC	
GENERAL TRANSERVICE INC	8,278
GEXPRO SERVICES	90,436
GGF LLP	42,371
GGG INFORMATION SERVICES	22,721
GIANT RESOURCE RECOVERY-SUMTER INC	4,548
GIMAEX OF AMERICA LLC	25,814
GLASSMASTER CONTROLS COMPANY INC	
GLAUBER EQUIPMENT CORPORATION	
GLOBAL ENVIRONMENT ASSURANCE INC	
GLOBAL TRAFFIC TECHNOLOGIES LLC	
GOOD'S DISPOSAL	9,923
GORDON ALUMINUM INDUSTRIES	13,721
GPM HYDRAULIC CONSULTING INC	6,137
GRAINGER	4,364
GRAKON INTERNATIONAL INC	2,881
GRANT THORNTON LLP	96,012
GRAYBAR ELECTRIC COMPANY INC	12,124
GREAT AMERICA LEASING CORPORATION	-
GREGORY INC	6,474
GREGORY POOLE EQUIPMENT COMPANY	15,858

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Vendor Name	Preference
GRIFFITH RUBBER MILLS	16,266
GRIFFITH TECH. ILLUSTRATI	
GROTE MANUFACTURING COMPANY	2,430
GROVER PRODUCTS COMPANY	-
GSM INDUSTRIAL INC	-
GT DEVELOPMENT CORPORATION	-
GUARDIAN	19,499
GUARDIAN INDUSTRIES CORPORATION	
GUARDIAN LIFE INSURANCE	-
GUNITE CORPORATION	21,742
H.O. BOSTROM CO. INC	15,789
HAGEMEYER	12,890
HAGEMEYER NORTH AM. INC	3,217
HALDEX BRAKE SYSTEMS	24,895
HALDEX CORPORATION	-
HAMPTON HYDRAULICS LLC	9,032
HANES SUPPLY INC	-
HANNAY REELS	32,432
HANSEN INTERNATIONAL INC	59,478
HANSEN MARINE END.	16,514
HARALSON METALS	
HARNDEN TRANSPORT INC	
HARRISON HYDRA-GEN INC	38,442
HAVIS-SHIELDS EQUIPMENT CORPORATION	8,563
HEAVY DUTY PARTS INC	
HEHR INTERNATIONAL	
HENDRICKSON	238,121
HIGH FOOD SERVICES LTD	
HI-LINE INC	
HILL MANUFACTURING	
HOBBS CORPORATION	7,045
HOLIDAY INN EXPRESS CHAR/SUMMERVILLE	
HOLIDAY INN EXPRESS HOTEL & SUITES	
HOME DEPOT 32-2004730739	
HORTON INC	2,878
HORTON INDUSTRIES INC	-
HOSELINE INC	13,814
HYDRAULIC PACKING & SEAL	
HYDRAULIC TUBES& FITTINGS LLC	
HYDRO AIR LLC	2,501
HYDROMOTION INC	192,366
HYPRO LLC	21,615
IBM CORPORATION	-
iGRAPHICS, LLC	
IGUS BEARINGS INC	3,739
IMAGE NETWORK OF CHARLESTON, INC.	
IMMI	-
INCAT INC	247,570
INDIANA MILLS MFG.	
INDIANAPOLIS MARRIOTT DOWNTOWN	5,000
INDUSTRIAL DISTRIBUTION	
INDUSTRIAL FABRICATORS INC	33,156
INDUSTRIAL PIPING SYSTEMS	8,803
INDUSTRIAL POWER SALES INC	
INMAGUSA	-
INNOVATIVE CONTROLS INC	-
INNOVATIVE INDUSTRIES INC	16,183
INTEGRATED OFFICE NETWORKS	
INTERNATIONAL SERVICES & TECHNICAL SOLUTIONS, I	5,436
INTERTEK INDUSTRIAL CORP	
IOTA ENGINEERING	
IOWA METAL SPINNERS	
ISSPRO INC	
J&J MATERIAL HAND SYSTEMS	
J. C. EHRlich CO. INC	
J. HERBERT CORP.	
JAMES KLINE TRANSPORTATION SERVICES LLC	38,610
JB MATHEWS	
JERRY CHAMBERS CHEVROLET INC	47,235
JF SCHULTZE CONSTRUCTION LLC	28,160
JOHN HANCOCK LIFE INSCOMPANY	5,717
JOHN K. HASTINGS	
JOHNSON SERVICE GROUP INC	36,804
JOINT & CLUTCH SERVICE	-
JON THURMOND	
JOSAM FRAME AND ALIGNMENT	
JPC SPECIALTY FASTENERS	12,929
JULIAN ELECTRIC INC	-
KAISCO INC	5,722
KALAS MANUFACTURING INCORPORATED	3,924
KARSTEDT'S AUTOMOTIVE CENTERS INC	
K-D SUPPLY CORPORATION	
KENNETH J CARLSON JR	-
KEY PLASTICS	
KIMBERLY WRIGHT	
KOCHEK COMPANY INC	26,460
KRAFT FLUID SYSTEMS	20,941
KREIDER'S CANVAS SERVICE INC	3,440
KUSSMAUL ELECTRONICS COMPANY INC	-

American LaFrance LLC
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Vendor Name	Preference
L A HAZARD & SONS INC	
LAB SAFETY SUPPLY	
LADD INDUSTRIES INC	146
LAIRD PLASTICS INC	
LANCASTER COUNTY TAX COLLECTION BUREAU	-
LANG MEKRA NORTH AMERICA	-
LASERFAB INC	13,468
LATONYA WATERMAN	
LAVANTURE PRODUCTS	
LAW OFFICES OF ASHLEY DWORSKY	5,100
LAWRENCE S. DOWHOWER	
LAWSON PRODUCTS INC	
LEBANON FARMS DISPOSAL, INC	
LEFFLER ENERGY	16,422
LEHIGH VALLEY PLASTICS IN	3,571
LEO'S GOLD LION PRODUCTS INC	
LESLIE MARTINEZ	
LETHBRIDGE IRON WORKS CO. LTD	
LIBERTY FIRE PROTECTION INC	
LIBERTY STEEL PRODUCTS INC	
LIEBERT CORPORATION	
LIFT ALL CO INC	10,791
LINDE MATERIAL HANDLING NA CORPORATION	-
LINEMASTER SWITCH CORPORATION	
LINE-X OF ORLANDO	9,730
LINK MFG LTD	6,532
LIVINGSTON INTERNATIONAL INC	96,436
LONEHILL SYSTEMS INC	10,600
LONSEAL INC	
LORD CORPORATION	12,984
LOUISIANA MOTOR VEHICLE COMMISSION	
LOWE'S HOME CENTERS INC	
LUXURY LIGHTING INC	
M & M TRUCK CENTER	
M & N SALES CO INC	
MACK EMPLOYMENT SERVICES, INC	
MACSTEEL SERVICE CENTERS USA	22,735
MAGNYS INNOVATIVE SOLUTIONS, LLC	62,675
MANHATTAN ACQUISITIONS LLC	44,650
MARK METALS	
MARMON KEYSTONE TUBE	
MASON FORGE & DIE INC	
MATHEWS SPECIALTY VEHICLES	70,000
MAXIMA TECHNOLOGIES	4,164
MCIVOR MANUFACTURING INC	12,079
MCMASTER-CARR SUPPLY COMPANY	5,011
MCPC COMPUTER PRODUCTS & CONSULTING	
MICROBERTS AUTO CENTER	
MECANISMOS AUTOMOTRICES SA DE CV	24,182
MECHANICAL PRODUCTS MFG. CO. LLC	
MERCURY PRODUCTS CORPORATION	19,527
MERIT FASTENERS CORPORATION	36,414
METAL SUPERMARLETS (BUFFALO)	
MET-ED	21,687
METROPOLITAN LIFE INSURANCE COMPANY	-
MGM BRAKES INC	
MICHAEL BELL	9,900
MICHELIN TIRE CORPORATION.	
MID-ATLANTIC RUBBER COMPANY INC	
MIDWEST GEAR	
MISSISSIPPI MOTOR VEHICLE COMMISSION	
MOBILE STORAGE GROUP INC	12,822
MODERN CORPORATION	
MODERN MACHINE & METAL FABRICATORS INC	-
MODINE MANUFACTURING CO	110,084
MOELLER PRODUCTS CO INC	
MONARCH HYDRAULICS INC	11,877
MORE DIRECT INC	
MR. MUFFLER SHOP INC	
MSC INDUSTRIAL SUPPLY COMPANY	149,520
MULTIPLASTICS, DIV OF CURD ENTERPRISES, INC.	2,731
MUNCIE POWER PRODUCTS INC	-
MUNCY CORPORATION	53,595
MUNICIPAL EMERGENCY SERVICES INC	26,244
MYERS TOOL & MACHINE CO. INC	9,583
NATALE MACHINE & TOOL CO. INC	2,195
NATIONAL FUEL RESOURCES INC	8,112
NATIONAL GRID	21,451
NATIONAL SEATING	13,166
NATIONAL TESTING	
NATIONAL TRANSFER LLC	
NATIONAL WELDERS SUPPLY CO. INC	17,217
NATURES CALLING INC	13,719
NEBRASKA MOTOR VEHICLE IND LIC BOARD	
NESCON INC-FL	37,190
NEW YORK DEPARTMENT OF STATE	
NEWARK ELECTRONICS	6,008
NEWARK ELECTRONICS-IL	
NEWARK ELECTRONICS-NC	

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Vendor Name	Preference
NEXT GENERATION POWER	6,075
NMHG FINANCIAL SERVICES	5,692
NOLT BROTHERS INC	
NORRISEAL	
NORTH AMERICAN EQUIPMENT UPFITTERS INC	22,142
NORTH AMERICAN INTERCONNECT	
NORTHSIDE INDUSTRIES	-
NORTHSIDE TRUCKS & EQUIPMENT	
NUPLA CORPORATION	
NYS DEPARTMENT of ENVIRONMENTAL CONSERVATION	
OCCUPATIONAL HEALTH CENTERS OF SW PA PC	
OEM CONTROLS INC	
OFAB INC	205,040
OLATHE FORD SALES INC	139,277
OMNEX CONTROL SYSTEMS INC	
OMNI FINISHING SYSTEMS	-
ONEIDA MOLDED PLASTICS	
ON-SPOT	3,154
ONSPOT OF NORTH AMERICA	
OPTRONICS INC	
ORACLE CORPORATION	
ORIGIN AND CAUSE INC	8,803
ORLANDO FREIGHTLINER INC	7,156
ORR & ORR INC	
ORSCHELN PRODUCT LLC	10,036
PA DEPT OF LABOR & INDUS	
PACBRAKE COMPANY	
PACBRAKE MANUFACTURING	
PACIFIC INSIGHT ELECTRONICS	
PAGE-HARMS OIL COMPANY INC	
PAIGE ELECTRIC CORPORATION	
PAMEK ENGRAVING & NAMEPLATE	
PARAMONT MFG LLC	10,427
PARKER HANNIFIN	
PARKER INSTRUMENT CO. INC	
PATRIARCH PARTNERS AGENCY SERVICES	
PAULB LLC	3,458
PAWLING CORPORATION	4,149
PECK ROAD FORD TRUCK SALES, INC	26,839
PENN DETROIT DIESEL ALLISON	
PENNSYLVANIA DEPARTMENT OF STATE	
PENNWELL	67,192
PERFORMANCE ADVANTAGE COMPANY	8,323
PHILLIPS & TEMRO INDUSTRIES	
PHILLIPS GROUP	2,538
PHILLIPS INDUSTRIES COMMERCIAL VEHICLE	
PHOTO GRAPHIC METALS COMPANY	
PIEDMONT PLASTICS INC	
PIERO'S	
PILKINGTON NORTH AMERICA - AGR	34,529
PITNEY BOWES INC	
PLASTISOL COMPOSITES NORTH AMERICA	57,563
PLYMOUTH SPRING COMPANY INC	
PNEU-MECH SYSTEMS MFG. INC	252,028
POLYGON COMPANY	
POOLEY INC	
PORTER'S FABRICATION INC	7,666
PORTLAND HWY LLC	13,516
PORTLAND POLICE ALARM ADMINISTRATION	
POSITRON CORP	
POWER PERSONNEL	
POWER TOOLS & ABRASIVES INC	
POWER-PACKER	35,068
POWERTECH HYDRAULICS	16,249
PPC LUBRICANTS	14,274
PPG INDUSTRIES	69,351
PPL ELECTRIC UTILITIES	-
P-Q CONTROLS INC	9,949
PRAXAIR DISTRICTION, INC	
PRECISION MEDICAL	
PRECO ELECTRONICS INC	
PREISCHEL BROTHERS SERVICE INC	
PREMIER LOGISTICS SOLUTIONS WAREHOUSING	
PREMIER S.F.	5,015
PRESGLAS	17,222
PRESTOLITE ELECTRIC INC	-
PRINCIPAL FINANCIAL GROU	
PRINT-O-STAT INC	
PRO AUTO INTERIOR REPAIRS	
PRO POLY OF AMERICA INC	
PRODUCT SALES COMPANY	7,537
PRODUCTIVE PLASTICS INC	
PROGRESSIVE METAL MFG. INC	15,133
PROGRESSIVE PRESSURE SYST	
PROLIFT	
PROTOTYPE TOOLING & MFG. INC	
PSL OF AMERICA INC	13,620
PST INC	6,823
PUROSIL AN AFFILIATE OF MISSION RUBBER	

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Vendor Name	Preference
PYRAMID MOULDINGS INC	
QUERMBACK ELECTRIC INC	6,603
R & M EQUIPMENT CO	
R J MARX INC	
R.L. TAYLOR & SON, INC.	
R/W CONNECTION	
RACKSPACE LTD	
RAFAB SPECIALTY FABRICATION	5,490
RAY VALDES	-
READING ELECTRIC	
REALWHEELS COVER CO. INC.	2,284
REC'S INDUSTRIAL & PREVENTATIVE	5,999
RED DOT CORPORATION	25,375
RED HEAD BRASS LLC	
RED-D-ARC INC	12,607
REFRIGERATION SALES & SERVICE INC	
REHAU INC	
RELATIONAL TECHNOLOGY SOLUTIONS	87,191
RELIABLE CASTINGS CORPORATION	3,811
REMY INC	29,529
RESSLER & MATEER INC	
RG GROUP	
RHINO ASSEMBLY CORPORATION	
RHODE ISLAND MOTOR VEHICLE DLR LIC COMM	
RICHARD'S UPHOLSTERY	1,305
RICOH AMERICAS CORPORATION	
RIDEWELL	
RIEKER INSTRUMENT	
RILEYS EMERGENCY MEDICAL REPAIR	
RIVER'S TRUCK CENTER INC	7,000
RIVERSIDE TANK & MFG. INC	
ROADMASTER	
ROADWAY EXPRESS INC	25,053
ROBERT E. GETZ INC	
ROBERT-JAMES SALES INC	
ROBWEN INC	
ROCHLING ENGINEERING PLASTICS Ltd.	
ROCKFORD TOOLCRAFT INC	
ROM CORPORATION	-
ROSS PRINTING	
ROYALL MFG INC	-
RT JEDBURG COMMERCE PARK, LLC	
RUHL'S FRAME & ALIGNMENT	
RYDER CARRIER MANAGEMENT SERVICES	36,568
RYERSON JOSEPH T & SON INC	808,242
SAFETY VISION INC	
SAF-HOLLAND USA	28,287
SAIA COMMUNICATIONS INC	
SAM'S CLUB/GECF	
SANDEN INTERNATIONAL INC (USA)	9,168
SANFORD AUTO & TRUCK PARTS INC	
SCANA ENERGY MARKETING INC	9,739
SCE&G (SOUTH CAROLINA ELECTRIC & GAS)	-
SCHAEDLER YESCO DISTRIBUTION	5,462
SCHENKER INTERNATIONAL INC	15,976
SCHOFIELD ENTERPRISES INC	-
SEATS INCORPORATED	-
SEEBURGER INC	15,000
SELIG INDUSTRIES	
SEMINOLE TOWEL & RAG	
SEN-DURE PRODUCTS INC	-
SERVICE BENCH INC	
SERVICE PLUS DISTRIBUTORS INC	11,198
SETCOM CORPORATION	
SGM COMPANY INC	25,932
SHAPIRO PHOTOGRAPHY	
SHEPPARD R H CO INC	6,723
SHERRILL INDUSTRIES	
SHERWIN-WILLIAMS AUTOMOTIVE	5,199
SIEMENS VDO S.A. DE C.V.	
SIGNATURE PARTNERS INC	
SILVER STATE SAFETY IMAGE	
SIZEMORE WELDING INC	
SKF SEALING SOLUTIONS	
SMALL PARTS MFG CO INC	
SMC	
SMC CORPORATION OF AMERICA	-
SONG CHUAN USA	
SOURCE GROUP PROFESSIONALS	-
SOUTH PARK CORPORATION	-
SOUTH STATE CONTRACTORS, INC.	11,226
SOUTHCO INC	
SOUTHEAST INDUSTRIAL EQUIPMENT INC	
SOUTHEAST POWER SYSTEMS OF ORLANDO INC	
SOUTHEASTERN FREIGHT LINES	(4,700)
SOUTHERN TUBE FORM LLC	
SOUTHSIDE TRAILER SERVICE INC	
SOUTHWEST STERLING, INC	14,784
SPARTAN CHASSIS INC	

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Vendor Name	Preference
SPECIALTY FILTER INC	
SPHERION CORPORATION	
SPITZ AUTO	
SPRAGUE DEVICES INC	72,919
SPRINT	9,651
SRI TECHNOLOGIES INC	11,853
STAINLESS FLOW TECHNOLOGIES INC	-
STAINLESS UNLIMITED	-
STAM INC	-
STANDARD REGISTER	
STARLINE USA LLC	5,450
STEEL TECH INC	-
STEPHENSON EQUIPMENT INC	
STOCKER HINGE MFG COMPANY	
STREAMLIGHT INC	3,128
STRIPPIT INC.	
STROBEL TIRE	2,755
STRUCTURAL FIBERGLASS	4,446
STRYKER MEDICAL	
SUB-CITY ELECTRICAL, INC	
SUBURBAN PROPANE LP	3,443
SUN DIGITAL VIDEO INC	
SUNBELT RENTALS INC	51,723
SUNDRAM FASTENERS LTD	
SUNNEX INC	
SUPER VACUUM INC	21,956
SUPERIOR CAM INC	81,172
SUPERIOR LUBRICANTS	
SUPERIOR MANUFACTURING COMPANY INC	-
SURE POWER INDUSTRIES INC	
SURGE CUTTING SYSTEMS	-
SWAN ENGINEERING AND SUPP	
T & S CANVAS SHOP INC	-
TACO METALS	8,309
TASK FORCE TIPS INC	9,633
TAYLOR ENTERPRISES	23,604
TECHNIFORM METAL CURVING OF TEXAS	-
TELCOVE OPERATIONS	
TELMA RETARDER INC	-
TEMCO METAL PRODUCTS COMPANY	
TENNCO INC	
TENNECO AUTOMOTIVE	28,554
TEXAS HYDRAULICS INC	242,652
THE AROUND THE CLOCK FREIGHTLINER GROUP, INC.	34,760
THE BRIX GROUP INC	3,516
THE BUFFALO NEWS	
THE TIMKEN COMPANY	19,461
THERMO KING OF PALM BEACH LLC	-
THERM-O-TANE	
THOMAS ENTERPRISES OF GREENSBORO, INC.	22,541
THOMAS SMART HOMES INC	
THYSSEN KRUPP MATERIALS	12,174
TIRE CONSULTANTS INC	
TITAN TECHNOLOGY PARTNERS	6,940
TNCI	
TOMAR ELECTRONICS	
TORCA PRODUCTS INC	
TRAINING SPECIALTIES, INC	8,000
TRANSPORT SERVICES & BRAKE SALES	
TRANSPORTATION SAFETY TECHNOLOGIES INC	43,625
TRAYER PRODUCTS INC	
TRIDENT EMERGENCY PRODUCTS LLC	6,703
TRIDENT ENVIRONMENTAL SERVICES INC	
TRIGON ENGINEERING CONSULTANTS, INC	
TRIM SYSTEMS	
TRIMARK CORPORATION	8,726
TRIM-LOK INC	9,757
TRIM-MASTER	-
TRISTARR STAFFING	
TROMBETTA LLC	13,661
TRUCK EQUIPMENT MANUFACTURING CO. OF	2,515
TRUCK-LITE CO INC	
TRU-FIT PRODUCTS CORP	
TRW INC ROSS GEAR	93,488
TUBE SPECIALTIES CO INC	-
TUPPERWAY TIRES AND SERVICE	
TURNKEY CREATIVE	15,464
TURTLE & HUGHES INC	
TURTLE PLASTICS CLEVELAND RECLAIM IND	46
TUSCO DISPLAY	208,657
TUTHILL TRANSPORT TECHNOLOGIES	3,548
TUV RHEINLAND OF NORTH AMERICA INC	6,390
TYCO ELECTRONICS CORPORATION	
TYEE CHEVROLET	74,046
UGI UTILITIES INC	21,095
ULINE SHIPPING SUPPLY SPECIALISTS	
UNDERWRITERS LABORATORIES INC	
UNIFIRST CORPORATION	
UNI-GRIP INC	

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Vendor Name	Preference
UNIMERICA INSURANCE COMPANY	66,155
UNITED HEALTH CARE INSURANCE	
UNITED PLASTIC FABRICATING INC	-
UNITED WAY OF LANCASTER	
UNITY MANUFACTURING COMPANY	
UNIVERA HEALTHCARE GROUP	-
UNIVERSAL LIFE SAFETY PRODUCTS INC	5,021
UPS	105,611
URBAN PAINT INC	
US BANK OFFICE EQUIPMENT FINANCE SERVICES	
US DIGITAL CORPORATION	
USCIS	
UTICA METAL PRODUCTS INC	
VALEO CLIMATE CONTROL DE MEXICO SA DE CA	
VANDERSTEEN & SONS INC	
VARILEASE FINANCE INC	80,000
VEE ENGINEERING INC	5,792
VEHICLE IMPROVEMENT PRODUCTS INC	1,962
VELVAC INC	
VIRIGINA TRUCK CENTER OF RICHMOND	28,240
VISIONMARK INC	
VISTA MFG.	
VISUAL SOUND COMPANY	
VOGEL LUBRICATION INC	1,138
VOGELPOHL FIRE EQUIPMENT INC	37,410
VOLLAND ELECTRIC EQUIPMENT CORPORATION	
VOLT MANAGEMENT CORP DBA	1,311
VP SUPPLY CORPORATION	
W. S. DARLEY & COMPANY	73,167
WAGNER E R MFG CO ENGINEERED PROD DIV	
WALES ENVIRONMENTAL	
WARN INDUSTRIES INC	5,894
WARWICK MACHINE & TOOL CO INC	-
WASHINGTON STATE DEPT OF REVENUE	
WASHINTON FIRE & HOSE CO. #2	12,005
WASTE INDUSTRIES	
WASTE PRO	
WATEROUS COMPANY	5,760
WATKINS & ASSOCIATES INC	
WAYNE AUTOMATIC FIRE SPRINKLERS INC	
WAYTEK INC	9,187
WEAVER FLUID POWER	8,622
WEB SALES TOOL	
WEBB WHEEL PRODUCTS INC	10,977
WEBEX COMMUNICATIONS INC	7,478
WELDON TECHNOLOGIES INC	54,578
WES-GARDE COMPONENTS GROUP INC	3,088
WEST EARL SEWER AUTHORITY	
WEST LEBANON TOWNSHIP	
WESTFALIA INC	
WHEELS NOW INC	9,570
WHELEN ENGINEERING COMPANY INC	-
WILL-BURT COMPANY	40,425
WILLIAM HINZ	
WILLIAM KOLBA	-
WILLIAM L. ROBERTS	
WILLIAM PAIGE DAVID HEISER	-
WILLIAMS CONTROLS INC	-
WORLD CLASS WIRE & CABLE	33,192
WORLD OF CONCRETE/WORLD OF MASONRY	38,625
WW WILLIAMS	4,064
WYSONG	
XODE INC	
YEAGER SUPPLY	
YELLOW TRANSPORTATION INC	
YORK CORRUGATING COMPANY	21,045
YORK LADDER	
ZF COMMERCIAL SUSPENSION SYSTEMS	
ZIAMATIC CORPORATION	-
ZIMCO PARTNERS	100,490
Total	13,062,815

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Vendor Name	Preference
ADP	
CUMMINS ENGINE CO INC	2,036,498
UNITED HEALTH CARE INSURANCE	
CANANWILL, INC	
RYERSON JOSEPH T & SON INC	808,242
BANK OF AMERICA	
PATRIARCH PARTNERS AGENCY SERVICES	
PRINCIPAL FINANCIAL GROU	
ALLISON TRANSMISSION, INC	457,472
OFAB INC	205,040
CLASS 1 INC - HALE PRODUCTS	
FREIGHTLINER LLC	
PREMIER LOGISTICS SOLUTIONS WAREHOUSING	
RYDER CARRIER MANAGEMENT SERVICES	36,568
LIVINGSTON INTERNATIONAL INC	96,436
ARVINMERITOR AUTOMOTIV ON-HWY AXLE DIV	179,764
HENDRICKSON	238,121
BENNETT MOTOR EXPRESS	
RT JEDBURG COMMERCE PARK, LLC	
INCAT INC	247,570
TEXAS HYDRAULICS INC	242,652
DANA CORPORATION	
PNEU-MECH SYSTEMS MFG. INC	252,028
ORACLE CORPORATION	
AMERICAN STEEL & ALUMINUM	16,731
UNDERWRITERS LABORATORIES INC	
BILL HEARD CHEVROLET	253,505
GARRISON AMERICAN LAFRANCE	
TITAN TECHNOLOGY PARTNERS	6,940
TUSCO DISPLAY	208,657
HYDROMOTION INC	192,366
GARRISON FIRE AND RESCUE CORPORATION	-
MODINE MANUFACTURING CO	110,084
FIRE SERVICE INC	32,846
BERKELEY ELECTRIC COOPERATIVE	-
RELATIONAL TECHNOLOGY SOLUTIONS	87,191
GRANT THORNTON LLP	96,012
FERGUSON INTERGRATED SERVICES	166,866
AEROTEK COMMERCIAL STAFFING	123,260
ALTEK SYSTEMS INC	88,870
AON RISK SERVICES INC	
MSC INDUSTRIAL SUPPLY COMPANY	149,520
UPS	105,611
SPHERION CORPORATION	
CHARLESTON COUNTY TREASURER	
CABLE ASSEMBLY LLC	68,448
INDUSTRIAL FABRICATORS INC	33,156
PARKER HANNIFIN	
CADCAM-E.COM	55,002
AKRON BRASS CO	103,803
MICHELIN TIRE CORPORATION.	
OLATHE FORD SALES INC	139,277
CASCADIA INTERNATIONAL LLC	130,061
PRODUCTIVE PLASTICS INC	
TRW INC ROSS GEAR	93,488
SGM COMPANY INC	25,932
PPG INDUSTRIES	69,351
GGG INFORMATION SERVICES	22,721
UNIVERA HEALTHCARE GROUP	-
CAMPBELL SUPPLY CO. INC	163,230
ZIMCO PARTNERS	100,490
CRG PARTNERS GROUP LLC	
VOLT MANAGEMENT CORP DBA	1,311
SUPERIOR CAM INC	81,172
GEXPRO SERVICES	90,436
DEFIANCE METAL PRODUCTS COMPANY	76,211
VARILEASE FINANCE INC	80,000
PENNWELL	67,192
GORDON ALUMINUM INDUSTRIES	13,721
FERGUSON ENTERPRISES INC	85,771
EGROUP INC	60,000
SPRAGUE DEVICES INC	72,919
BILLY LEE LLC	-
WELDON TECHNOLOGIES INC	54,578
AMERICAN CITADEL GUARD INC	
RED DOT CORPORATION	25,375
ATKINSON INTERNATIONAL INC	
SUBURBAN PROPANE LP	3,443
RAY VALDES	-
HANSEN INTERNATIONAL INC	59,478
CORE COMPOSITES CORPORATION	14,993
W. S. DARLEY & COMPANY	73,167
PRO POLY OF AMERICA INC	
HARRISON HYDRA-GEN INC	38,442
E & E METAL FABRICATIONS INC	58,366
TYEE CHEVROLET	74,046
DELMARVA PUMP CENTER, INC.	83,071
AME INC	71,891
FLEET SOURCE INC	-

American LaFrance LLC
90 preference analysis

Vendor Name	Preference
MATHEWS SPECIALTY VEHICLES	70,000
CMA SERVICES INC	67,558
CUPER TEK	66,500
ENTERPRISE TECHNOLOGIES INC	66,497
UNIMERICA INSURANCE COMPANY	66,155
ACCURIDE CORPORATION	49,551
CUMMINS EMISSION SOLUTIONS	65,264
GUARDIAN LIFE INSURANCE	-
MAGNYS INNOVATIVE SOLUTIONS, LLC	62,675
POWER-PACKER	35,068
FARRIS FAB & MACHINE CO INC	37,765
MUNCY CORPORATION	53,595
CONDUSTRAL INC	59,789
SCE&G (SOUTH CAROLINA ELECTRIC & GAS)	-
UNITED PLASTIC FABRICATING INC	-
DORCHESTER COUNTY TREASURER	-
PLASTISOL COMPOSITES NORTH AMERICA	57,563
ROYALL MFG INC	-
ELECTRICAL SPECIALIST	56,619
SAF-HOLLAND USA	28,287
SEATS INCORPORATED	-
BLACHFORD INC	15,725
FENNELL CONTAINER CO. INC	53,510
CINTAS	7,942
FLORIDA POWER & LIGHT	-
SUNBELT RENTALS INC	51,723
GIMAEX OF AMERICA LLC	25,814
COOPER BUSSMAN	3,988
BUSTIN INDUSTRIAL PRODUCTS	-
WILL-BURT COMPANY	40,425
INMAGUSA	-
EDWARD HOSTMANN, INC	-
COAST TO COAST CELLULAR INC	-
STAINLESS FLOW TECHNOLOGIES INC	-
HANNAY REELS	32,432
BENDIX COMMERCIAL VEHICLE SYSTEMS LLC	-
PPL ELECTRIC UTILITIES	-
JERRY CHAMBERS CHEVROLET INC	47,235
H.O. BOSTROM CO. INC	15,789
AIR POWER INC	46,027
CORNING REAL ESTATE LEASE RECEIVABLES	22,901
MANHATTAN ACQUISITIONS LLC	44,650
TRANSPORTATION SAFETY TECHNOLOGIES INC	43,625
NORTH AMERICAN EQUIPMENT UPFITTERS INC	22,142
PILKINGTON NORTH AMERICA - AGR	34,529
GGF LLP	42,371
ACUMNET GLOBAL TECH	2,058
WARWICK MACHINE & TOOL CO INC	-
BAYTREE ASSOCIATES	-
TASK FORCE TIPS INC	9,633
BEILER HYDRAULICS	24,118
WATEROUS COMPANY	5,760
AUBURN ENGINEERING	39,740
AMDOR SPECIALITY ROLL-UP DOORS	38,690
ACCOUNTEMPS	4,876
JOHNSON SERVICE GROUP INC	36,804
WORLD OF CONCRETE/WORLD OF MASONRY	38,625
JAMES KLINE TRANSPORTATION SERVICES LLC	38,610
CITATION CORPORATION	11,952
AT&T	-
WORLD CLASS WIRE & CABLE	33,192
GUARDIAN	19,499
REMY INC	29,529
VOGELPOHL FIRE EQUIPMENT INC	37,410
BOYD CORPORATION - GAFFNEY	18,347
NESCON INC-FL	37,190
ROM CORPORATION	-
MERIT FASTENERS CORPORATION	36,414
SOURCE GROUP PROFESSIONALS	-
STAINLESS UNLIMITED	-
HYPRO LLC	21,615
THE AROUND THE CLOCK FREIGHTLINER GROUP, INC.	34,760
FEDERAL SIGNAL CORPORATION	24,143
KOCHEK COMPANY INC	26,460
LASERFAB INC	13,468
LEFFLER ENERGY	16,422
ELMHIRST INDUSTRIES INC	-
KENNETH J CARLSON JR	-
AIRGAS EAST	29,838
AUSTIN HARDWARE & SUPPLY	12,491
PSL OF AMERICA INC	13,620
TENNECO AUTOMOTIVE	28,554
CUMMINS ATLANTIC INC	31,146
CVG-NATIONAL SEATING COMPANY	17,383
WHELEN ENGINEERING COMPANY INC	-
STROBEL TIRE	2,755
ABLE MANUFACTURING & ASSEMBLY LLC	12,292
DELLINGER ENTERPRISES LTD	5,384
LINDE MATERIAL HANDLING NA CORPORATION	-

American LaFrance LLC
90 preference analysis

Vendor Name	Preference
SANDEN INTERNATIONAL INC (USA)	9,168
MECANISMOS AUTOMOTRICES SA DE CV	24,182
KRAFT FLUID SYSTEMS	20,941
TAYLOR ENTERPRISES	23,604
PRESGLAS	17,222
HALDEX BRAKE SYSTEMS	24,895
VIRIGINA TRUCK CENTER OF RICHMOND	28,240
FIRE RESEARCH CORPORATION	-
JF SCHULTZE CONSTRUCTION LLC	28,160
AMITY MACHINE SHOP	-
FOCUS BUSINESS SOLUTIONS INC	-
CYGNUS BUSINESS MEDIA	16,006
COOPER TOOLS	22,855
SUPER VACUUM INC	21,956
PECK ROAD FORD TRUCK SALES, INC	26,839
EATON HYDRAULIC INC	26,501
MUNICIPAL EMERGENCY SERVICES INC	26,244
PRESTOLITE ELECTRIC INC	-
GUNITE CORPORATION	21,742
GSM INDUSTRIAL INC	-
FLEETPRIDE	20,935
GABLE & SONS CONSTRUCTION INC	25,300
ROADWAY EXPRESS INC	25,053
DAIMLER VANS MANUFACTURING, LLC	25,000
THE TIMKEN COMPANY	19,461
DELPHI AUTOMOTIVE PACKARD ELECTRIC	1,351
INNOVATIVE INDUSTRIES INC	16,183
IMMI	-
CONNOR MANUFACTURING SERVICES	20,313
HANSEN MARINE END.	16,514
YORK CORRUGATING COMPANY	21,045
CEL OIL CO.	22,839
ATLAS FOOD SYSTEMS AND SERVICES INC	22,772
MACSTEEL SERVICE CENTERS USA	22,735
PROGRESSIVE METAL MFG. INC	15,133
THOMAS ENTERPRISES OF GREENSBORO, INC.	22,541
TUBE SPECIALTIES CO INC	-
CONMET DE MEXICO S.A. DE C.V	22,417
TRIM-MASTER	-
AURORA METALS DIVISION	10,842
AXLE ALLIANCE COMPANY LLC	1,640
FARRELL'S MAINTENANCE SERVICE	437
MET-ED	21,687
NATIONAL GRID	21,451
UGI UTILITIES INC	21,095
HORTON INC	2,878
ZIAMATIC CORPORATION	-
GRIFFITH RUBBER MILLS	16,266
JULIAN ELECTRIC INC	-
CAST PRODUCTS INC	1,696
POWERTECH HYDRAULICS	16,249
MERCURY PRODUCTS CORPORATION	19,527
KUSSMAUL ELECTRONICS COMPANY INC	-
APPLE ROCK DISPLAYS	20,331
ELECTRO-FAST DIST INC	8,343
ORSCHELN PRODUCT LLC	10,036
D&E COMMUNICATIONS	7,895
EAST PENN MANUFACTURING INC	19,810
FREIGHTLINER, STERLING, WESTERN STAR OF ARIZON	19,500
HAGEMEYER	12,890
HOSELINE INC	13,814
JPC SPECIALTY FASTENERS	12,929
HAVIS-SHIELDS EQUIPMENT CORPORATION	8,563
MYERS TOOL & MACHINE CO. INC	9,583
METROPOLITAN LIFE INSURANCE COMPANY	-
GREGORY POOLE EQUIPMENT COMPANY	15,858
LIFT ALL CO INC	10,791
VEE ENGINEERING INC	5,792
WW WILLIAMS	4,064
FEDEX	-
NATIONAL WELDERS SUPPLY CO. INC	17,217
PPC LUBRICANTS	14,274
MOBILE STORAGE GROUP INC	12,822
SCHENKER INTERNATIONAL INC	15,976
FIRECOM	9,762
PARAMONT MFG LLC	10,427
COUNTRY INN & SUITES	-
FLUID POWER INC	14,400
DAUPHIN ASSOCIATES INC	4,332
TELMA RETARDER INC	-
FAULKNER/HAYES LLC	15,360
AIRGAS	14,753
PERFORMANCE ADVANTAGE COMPANY	8,323
SEEBURGER INC	15,000
WAYTEK INC	9,187
CUMMINS POWER SYSTEMS INC	14,906
AIR-KWIK INC	14,830
CUMMINS FILTRATION INC	14,805
IGUS BEARINGS INC	3,739

American LaFrance LLC
90 preference analysis

Vendor Name	Preference
SOUTHWEST STERLING, INC	14,784
TURNKEY CREATIVE	15,464
TRIDENT EMERGENCY PRODUCTS LLC	6,703
GE FANUC	14,576
GREAT AMERICA LEASING CORPORATION	-
THE BRIX GROUP INC	3,516
PORTLAND HWY LLC	13,516
IBM CORPORATION	-
NATURES CALLING INC	13,719
TROMBETTA LLC	13,661
BRIGHTHEADLIGHTS.COM	13,566
LORD CORPORATION	12,984
AMETEK DIXSON	-
DUO-SAFETY LADDER CORP	5,813
WEBB WHEEL PRODUCTS INC	10,977
WEAVER FLUID POWER	8,622
NATIONAL SEATING	13,166
TRUCK EQUIPMENT MANUFACTURING CO. OF	2,515
EWB SPECTRUM INC	490
BARRY CONTROLS	12,871
MULTIPLASTICS, DIV OF CURD ENTERPRISES,INC.	2,731
TRIM-LOK INC	9,757
RED-D-ARC INC	12,607
DECHERT DYNAMICS CORPORATION	4,131
BERGSTROM CLIMATE SYSTEMS L.L.C	11,105
CATERPILLAR INC	11,624
TECHNIFORM METAL CURVING OF TEXAS	-
SMC CORPORATION OF AMERICA	-
MCIVOR MANUFACTURING INC	12,079
MUNCIE POWER PRODUCTS INC	-
CLASS 1 HARNESS INC	12,369
MONARCH HYDRAULICS INC	11,877
TRIMARK CORPORATION	8,726
GRAYBAR ELECTRIC COMPANY INC	12,124
MODERN MACHINE & METAL FABRICATORS INC	-
WES-GARDE COMPONENTS GROUP INC	3,088
THYSSEN KRUPP MATERIALS	12,174
BP AMOCO OIL	13,113
STRUCTURAL FIBERGLASS	4,446
LANCASTER COUNTY TAX COLLECTION BUREAU	-
WASHINTON FIRE & HOSE CO. #2	12,005
WILLIAM KOLBA	-
CHALMERS SUSPENSIONS INTERNATIONAL INC	2,944
SRI TECHNOLOGIES INC	11,853
SERVICE PLUS DISTRIBUTORS INC	11,198
HANES SUPPLY INC	-
GIANT RESOURCE RECOVERY-SUMTER INC	4,548
E-T-M ENTERPRISES INC	-
T & S CANVAS SHOP INC	-
EDEN RESORT INN	8,170
SOUTH STATE CONTRACTORS, INC.	11,226
ACC BUSINESS	11,153
SOUTHEASTERN FREIGHT LINES	(4,700)
CONSOLIDATED ELECTRICAL DISTRIBUTORS-SC	-
FIRE TECH SERVICES INC	11,006
AI CONTROL SYSTEMS INC	6,450
HOBBS CORPORATION	7,045
PAULB LLC	3,458
LANG MEKRA NORTH AMERICA	-
P-Q CONTROLS INC	9,949
ALCOA SUB-ASSEMBLY LOGISTICS	10,622
BORGWARNER EMISSIONS/THERMAL SYSTEMS	10,081
LONEHILL SYSTEMS INC	10,600
SURGE CUTTING SYSTEMS	-
CDW DIRECT LLC	10,507
WILLIAM PAIGE DAVID HEISER	-
FUEL SYSTEMS LLC	-
KREIDER'S CANVAS SERVICE INC	3,440
GROTE MANUFACTURING COMPANY	2,430
STEEL TECH INC	-
TURTLE PLASTICS CLEVELAND RECLAIM IND	46
DOUGHERTY EQUIPMENT CO. INC	3,516
FRAISER TIRE SERVICE, INC	8,610
DEAN HENSLEY ENTERPRISES LLC	10,106
BEN'S PAINT SUPPLY	9,742
CHAMBERLAIN MARKETING GROUP INC	9,940
GOOD'S DISPOSAL	9,923
ENVIRONMENTAL COMPL. MGMT	9,916
HAMPTON HYDRAULICS LLC	9,032
FEDERAL-MOGUL CORPORATION	1,735
MICHAEL BELL	9,900
SOUTH PARK CORPORATION	-
HAGEMEYER NORTH AM. INC	3,217
SCANA ENERGY MARKETING INC	9,739
LINE-X OF ORLANDO	9,730
BARBEY ELECTRONICS CORPORATION	4,855
SPRINT	9,651
CHART INC	9,586
FIREQUIP	1,201

American LaFrance LLC
90 preference analysis

Vendor Name	Preference
WHEELS NOW INC	9,570
FLEXFAB INC	7,248
PORTER'S FABRICATION INC	7,666
SHEPPARD R H CO INC	6,723
VOGEL LUBRICATION INC	1,138
BOSTROM SEATING INC	-
ALUMINUM LADDER COMPANY	496
WILLIAMS CONTROLS INC	-
RELIABLE CASTINGS CORPORATION	3,811
INDUSTRIAL PIPING SYSTEMS	8,803
ORIGIN AND CAUSE INC	8,803
THERMO KING OF PALM BEACH LLC	-
WARN INDUSTRIES INC	5,894
HALDEX CORPORATION	-
FORKLIFTS INC	8,697
JOINT & CLUTCH SERVICE	-
KALAS MANUFACTURING INCORPORATED	3,924
CHADWICK DESIGN CONSULTING LLC	8,480
GREGORY INC	6,474
CONSOLIDATED METAL PRODUCTS INC	-
GENERAL TRANSERVICE INC	8,278
TACO METALS	8,309
ON-SPOT	3,154
FORESTER COMMUNICATIONS INC	8,118
NATIONAL FUEL RESOURCES INC	8,112
FIRE HOOKS UNLIMITED	7,375
SCHAEGLER YESCO DISTRIBUTION	5,462
TRAINING SPECIALTIES, INC	8,000
DANIEL J. WARSOWICK	7,957
PAWLING CORPORATION	4,149
ABF FREIGHT SYSTEM INC	6,650
DAIMLERCHRYSLER TRUCK FINANCIAL	7,916
GARNER ENGINEERING ASSOCIATES	7,704
TUTHILL TRANSPORT TECHNOLOGIES	3,548
AFLAC	7,539
PRODUCT SALES COMPANY	7,537
AMERICAN SENSOR TECHNOLOGIES	7,490
WEBEX COMMUNICATIONS INC	7,478
GRAINGER	4,364
QUERMBACK ELECTRIC INC	6,603
LADD INDUSTRIES INC	146
SUPERIOR MANUFACTURING COMPANY INC	-
CODE 3 INC	-
LINK MFG LTD	6,532
ORLANDO FREIGHTLINER INC	7,156
BEHR HEAT TRANSFER SYSTEMS INC	7,107
A&R METAL INDUSTRIES LTD	1,783
CARLING TECHNOLOGIES INC	6,876
RIVER'S TRUCK CENTER INC	7,000
FDN COMMUNICATIONS	6,994
STAM INC	-
KAISCO INC	5,722
ALLIANCE METALS GROUP	6,878
E.J.METALS INC	-
PST INC	6,823
ADVANCED FLUID SYSTEMS	-
STREAMLIGHT INC	3,128
CHAMPION TOOLING & MACHINING COMPANY INC	6,765
SCHOFIELD ENTERPRISES INC	-
CAROLINA RIM AND WHEEL	5,537
CLEVELAND IGN CO INC	6,028
A.C.P.A.	6,477
CHARGING SYSTEMS INTERNATIONAL INC	5,379
FLAMING RIVER INDUSTRIES INC	4,276
GT DEVELOPMENT CORPORATION	-
AVON BEARINGS CORPORATION	6,412
TUV RHEINLAND OF NORTH AMERICA INC	6,390
VEHICLE IMPROVEMENT PRODUCTS INC	1,962
RICHARD'S UPHOLSTERY	1,305
BUCKHORN RUBBER PRODUCTS INC	4,367
FARGO ASSEMBLY COMPANY OF PA. INC	-
CHRISTENSON OIL	6,146
GPM HYDRAULIC CONSULTING INC	6,137
DONALDSON COMPANY INC	5,151
SEN-DURE PRODUCTS INC	-
EBERLE IRON WORKS INC	4,841
NEXT GENERATION POWER	6,075
NEWARK ELECTRONICS	6,008
AIRITE INC	6,000
REC'S INDUSTRIAL & PREVENTATIVE	5,999
OMNI FINISHING SYSTEMS	-
NORTHSIDE INDUSTRIES	-
BOYD CORPORATION	-
ANIXTER INC	5,926
PHILLIPS GROUP	2,538
EATON CLUTCH DIVISION	5,870
FLAMBEAU SOUTHEAST CORPORATION	171
NATALE MACHINE & TOOL CO. INC	2,195
HORTON INDUSTRIES INC	-

American LaFrance LLC
90 preference analysis

Vendor Name	Preference
GROVER PRODUCTS COMPANY	-
INNOVATIVE CONTROLS INC	-
JOHN HANCOCK LIFE INSCOMPANY	5,717
MCMASTER-CARR SUPPLY COMPANY	5,011
REALWHEELS COVER CO. INC.	2,284
NMHG FINANCIAL SERVICES	5,692
GRAKON INTERNATIONAL INC	2,881
GATES RUBBER COMPANY	-
RAFAB SPECIALTY FABRICATION	5,490
LEHIGH VALLEY PLASTICS IN	3,571
STARLINE USA LLC	5,450
INTERNATIONAL SERVICES & TECHNICAL SOLUTIONS, I	5,436
AVIONIC STRUCTURES INC	-
HYDRO AIR LLC	2,501
CYBERMETRICS CORPORATION	5,249
E.V.S. LTD	3,712
SHERWIN-WILLIAMS AUTOMOTIVE	5,199
LAW OFFICES OF ASHLEY DWORSKY	5,100
PREMIER S.F.	5,015
BRITECH INDUSTRIES	1,250
CALIFORNIA STATE BOARD OF EQUALIZATION	5,072
MAXIMA TECHNOLOGIES	4,164
UNIVERSAL LIFE SAFETY PRODUCTS INC	5,021
GARBER SCALE & CALIBRATION	5,000
INDIANAPOLIS MARRIOTT DOWNTOWN	5,000
SERVICE BENCH INC	
DELL MARKETING L.P.	
ZF COMMERCIAL SUSPENSION SYSTEMS	
AMENO CONNECTOR SUPPLY	
FREEMAN DECORATING CO	
C.H. REED INC	
AMERICAN WASTE DIGEST	
MID-ATLANTIC RUBBER COMPANY INC	
SIEMENS VDO S.A. DE C.V.	
WYSONG	
CORPORATION SERVICE COMPANY	
BARKER PRODUCTS	
ENGINEERED HANDLING INC	
PAGE-HARMS OIL COMPANY INC	
GLASSMASTER CONTROLS COMPANY INC	
HYDRAULIC TUBES& FITTINGS LLC	
MGM BRAKES INC	
SAFETY VISION INC	
PREISCHEL BROTHERS SERVICE INC	
HARALSON METALS	
REHAU INC	
BULLDOG HIWAY EXPRESS	
ROCHLING ENGINEERING PLASTICS Ltd.	
CONSOLIDATED METCO	
R.L. TAYLOR & SON, INC.	
DAVID CLARK COMPANY INC	
SIGNATURE PARTNERS INC	
PACIFIC INSIGHT ELECTRONICS	
SKF SEALING SOLUTIONS	
PIEDMONT PLASTICS INC	
INDUSTRIAL DISTRIBUTION	
DETROIT DIESEL	
FERNO WASHINGTON INC	
CON-WAY FREIGHT	
iGRAPHICS, LLC	
PROTOTYPE TOOLING & MFG. INC	
SMC	
NATIONAL TESTING	
LIEBERT CORPORATION	
DURRETT SHEPPARD STEELCOMPANY	
SPITZ AUTO	
LAIRD PLASTICS INC	
PENN DETROIT DIESEL ALLISON	
FLUID TECH INC	
GLOBAL ENVIRONMENT ASSURANCE INC	
FEDEX NATIONAL LTL INC	
A.H. STOCK MANUFACTURING CORPORATION	
CUMBERLAND TRUCK EQUIPMENT COMPANY	
CIT TECHNOLOGY FIN SERV, INC	
CABLE COMPONENTS INC	
SIZEMORE WELDING INC	
DIAMOND MANUFACTURING COMPANY	
CLEAN SEAL INC	
G.G.SCHMITT & SONS INC	
TEMCO METAL PRODUCTS COMPANY	
CELESCO TRANSDUCER PRODUCTS INC	
CROSSROADS UNLIMITED	
WATKINS & ASSOCIATES INC	
EDWARD W. DANIEL	
J. C. EHRLICH CO. INC	
FOL-DA-TANK	
THERM-O-TANE	
TRISTARR STAFFING	
GRIFFITH TECH. ILLUSTRATI	

Vendor Name	Preference
SHAPIRO PHOTOGRAPHY	
HOLIDAY INN EXPRESS HOTEL & SUITES	
STRIPPIT INC.	
AMERICAN METAL PRODUCTS COMPANY	
HEAVY DUTY PARTS INC	
MCROBERTS AUTO CENTER	
K-D SUPPLY CORPORATION	
ALLEGIS CORPORATION	
M & N SALES CO INC	
BEI TECHNOLOGIES INC	
ROSS PRINTING	
LAVANTURE PRODUCTS	
PARKER INSTRUMENT CO. INC	
MOELLER PRODUCTS CO INC	
GE FANUC AUTOMATION NORTH AMERICA INC	
ORR & ORR INC	
ALLEGHENY YORK COMPANY	
STEPHENSON EQUIPMENT INC	
COMMERCIAL PIPE & SUPPLY CORPORATION	
R J MARX INC	
NORTH AMERICAN INTERCONNECT	
GEAR PRODUCTS INC	
NOLT BROTHERS INC	
ARKANSAS MOTOR VEHICLE COMMISSION	
DONOVAN MARINE INC	
J&J MATERIAL HAND SYSTEMS	
KEY PLASTICS	
RG GROUP	
SUN DIGITAL VIDEO INC	
ROADMASTER	
SEMINOLE TOWEL & RAG	
LUXURY LIGHTING INC	
R & M EQUIPMENT CO	
VANDERSTEEN & SONS INC	
ALTA RESOURCES INC	
POWER PERSONNEL	
CONESTOGA FUELS	
JOSAM FRAME AND ALIGNMENT	
ROBWEN INC	
FLEET MAINTENANCE INC	
GLOBAL TRAFFIC TECHNOLOGIES LLC	
BROOKLINE MACHINE CO IN	
KARSTEDT'S AUTOMOTIVE CENTERS INC	
ROBERT E. GETZ INC	
IMAGE NETWORK OF CHARLESTON, INC.	
COS COMMUNICATIONS INC	
LEBANON FARMS DISPOSAL, INC	
WEB SALES TOOL	
TYCO ELECTRONICS CORPORATION	
SILVER STATE SAFETY IMAGE	
LINEMASTER SWITCH CORPORATION	
BRENTWOOD INDUSTRIES INC	
CUMMINS POWERCARE BUSINESS	
AMERICAN STAINLESS CORPORATION	
PYRAMID MOULDINGS INC	
SANFORD AUTO & TRUCK PARTS INC	
DPC EMERGENCY EQUIPMENT	
CHURCHVILLE FIRE EQUIPMENT CORPORATION	
VISTA MFG.	
MASON FORGE & DIE INC	
RUHL'S FRAME & ALIGNMENT	
KIMBERLY WRIGHT	
FASTENAL COMPANY	
NUPLA CORPORATION	
FALCON FIRE SYSTEMS	
LEO'S GOLD LION PRODUCTS INC	
DHS	
RICOH AMERICAS CORPORATION	
HOLIDAY INN EXPRESS CHAR/SUMMERVILLE	
VP SUPPLY CORPORATION	
DAYCO PRODUCTS	
MACK EMPLOYMENT SERVICES, INC	
BUFFALO WELDING SUPPLY CO INC	
THE BUFFALO NEWS	
MECHANICAL PRODUCTS MFG. CO. LLC	
TELCOVE OPERATIONS	
WILLIAM HINZ	
PACBRAKE MANUFACTURING	
LONSEAL INC	
NATIONAL TRANSFER LLC	
SMALL PARTS MFG CO INC	
XODE INC	
URBAN PAINT INC	
LOUISIANA MOTOR VEHICLE COMMISSION	
RILEYS EMERGENCY MEDICAL REPAIR	
FLORIDA SOUTHERN PLYWOOD CORPORATION	
ALBRIGHT OPTICIANS	
ENGINEERED PRODUCTS COMPANY	
SUPERIOR LUBRICANTS	

Vendor Name	Preference
ABRASIVE-TOOL CORPORATION	
HYDRAULIC PACKING & SEAL	
RHINO ASSEMBLY CORPORATION	
SONG CHUAN USA	
RED HEAD BRASS LLC	
TRIGON ENGINEERING CONSULTANTS, INC	
ATLANTIC FORD TURCK SALES, INC.	
CERTIFIED FLEET SERVICES INC	
DOUG'S WHEEL ALIGNMENT	
CONTROL ELECTRIC SUPPLY INC	
RESSLER & MATEER INC	
STANDARD REGISTER	
BEYOND COMPONENTS NY INC.	
TRIM SYSTEMS	
DIAMOND SPRINGS	
M & M TRUCK CENTER	
LOWE'S HOME CENTERS INC	
FLORIDA PUBLIC UTILITIES	
JB MATHEWS	
WILLIAM L. ROBERTS	
THOMAS SMART HOMES INC	
LIBERTY FIRE PROTECTION INC	
FIRE APPARATUS MANUFACTURERS' ASSOC.	
PRINT-O-STAT INC	
AUTOMATION TECHNOLOGY INC	
LAWRENCE S. DOWHOWER	
ALLYSON MOSER	
PHOTO GRAPHIC METALS COMPANY	
YELLOW TRANSPORTATION INC	
VOLLAND ELECTRIC EQUIPMENT CORPORATION	
VISIONMARK INC	
WEST EARL SEWER AUTHORITY	
UNITY MANUFACTURING COMPANY	
BENCO TECHNOLOGY LLC	
REFRIGERATION SALES & SERVICE INC	
TRAYER PRODUCTS INC	
L A HAZARD & SONS INC	
USCIS	
POWER TOOLS & ABRASIVES INC	
SUNNEX INC	
RIVERSIDE TANK & MFG. INC	
MIDWEST GEAR	
CRYSTAL ROCK LLC	
UNIFIRST CORPORATION	
AMERICAN SAFETY & FIRE	
MORE DIRECT INC	
DIXIE PLYWOOD	
JON THURMOND	
CHAMBERLIN RUBBER CO INC	
OMNEX CONTROL SYSTEMS INC	
LAWSON PRODUCTS INC	
GLAUBER EQUIPMENT CORPORATION	
WAYNE AUTOMATIC FIRE SPRINKLERS INC	
BETTS SPRING COMPANY INC	
EXCELLO ENGINEERED SYSTEMS LLC	
FLEXFAB DE MEXICOMPANY	
LATONYA WATERMAN	
BETTS TRUCK PARTS	
WASTE PRO	
LESLIE MARTINEZ	
ADVANCE DRIVELINE	
ROBERT-JAMES SALES INC	
NORRISEAL	
READING ELECTRIC	
ONSPOT OF NORTH AMERICA	
A-Z COATINGS	
SELIG INDUSTRIES	
TNCI	
ENDURA PLASTICS INC	
NORTHSIDE TRUCKS & EQUIPMENT	
BYERS PRECISION FABRICATORS INC	
FIRWIN CORPORATION	
PHILLIPS & TEMRO INDUSTRIES	
R/W CONNECTION	
FLORIG EQUIPMENT CO INC	
INTEGRATED OFFICE NETWORKS	
FENN-VAC INC	
PUROSIL AN AFFILIATE OF MISSION RUBBER	
AIR CENTERS OF FLORIDA	
CITY OF SANFORD UTILITIES	
RIEKER INSTRUMENT	
DONALDSON CO. INC	
INTERTEK INDUSTRIAL CORP	
DEALER SOLUTION	
CUMMINS SOUTHEAST POWER INC	
TRU-FIT PRODUCTS CORP	
EMERGENCY VEHICLES PLUS	
PAMEK ENGRAVING & NAMEPLATE	
GUARDIAN INDUSTRIES CORPORATION	

Vendor Name	Preference
EXXON MOBILE	
UNI-GRIP INC	
ULINE SHIPPING SUPPLY SPECIALISTS	
US DIGITAL CORPORATION	
BATTERY POST INC.	
FLEXFAB	
VALEO CLIMATE CONTROL DE MEXICO SA DE CA	
WASHINGTON STATE DEPT OF REVENUE	
TUPPERWAY TIRES AND SERVICE	
COOPER STANDARD	
JOHN K. HASTINGS	
CUSTOM FIBERGLASS PRODUCTS	
TOMAR ELECTRONICS	
TIRE CONSULTANTS INC	
WALES ENVIRONMENTAL	
STRYKER MEDICAL	
COLE HERSEE COMPANY	
DIALIGHT CORPORATION	
LIBERTY STEEL PRODUCTS INC	
HI-LINE INC	
CERTIFIED TESTING LABORATORIES	
RACKSPACE LTD	
TRIDENT ENVIRONMENTAL SERVICES INC	
CHELSEA PRODUCT DIVISION	
EAGLE SYSTEMS INC	
MR. MUFFLER SHOP INC	
BELMOR/AUTOTRON	
BARNHARDT MANUFACTURING COMPANY	
POOLEY INC	
ATLANTIC STUD WELDING	
VELVAC INC	
PRAXAIR DISTRIBTION, INC	
TURTLE & HUGHES INC	
AW DIRECT INC	
PRECO ELECTRONICS INC	
FIAMM TECHNOLOGIES INC	
BUMPER TO BUMPER TIRE AND TRUCK REPAIR	
APPLIED INDUSTRIAL TECHNOLOGIES	
SETCOM CORPORATION	
RIDEWELL	
CHARLESTON WIRELESS GROUP	
CUSTOM SYSTEMS	
WEST LEBANON TOWNSHIP	
J. HERBERT CORP.	
PIERO'S	
AIR LIQUIDE HEALTHCARE AMERICAN CORPORATION	
ACCURATE DIESEL	
PAIGE ELECTRIC CORPORATION	
SOUTHERN TUBE FORM LLC	
SOUTHEAST INDUSTRIAL EQUIPMENT INC	
SHERRILL INDUSTRIES	
YEAGER SUPPLY	
UTICA METAL PRODUCTS INC	
SURE POWER INDUSTRIES INC	
FISHER RECYCLING INC	
SWAN ENGINEERING AND SUPP	
ROCKFORD TOOLCRAFT INC	
PENNSYLVANIA DEPARTMENT OF STATE	
MISSISSIPPI MOTOR VEHICLE COMMISSION	
SPARTAN CHASSIS INC	
STOCKER HINGE MFG COMPANY	
ELKHART BRASS MFG CO INC	
SPECIALTY FILTER INC	
ONEIDA MOLDED PLASTICS	
ASCOM HASLER	
COUNTY OF LANCASTER	
COMMONWEALTH OF PENNSYLVANIA	
PROGRESSIVE PRESSURE SYST	
ARROW SAFETY DEVICE CO. INC	
MODERN CORPORATION	
WESTFALIA INC	
TENNCO INC	
NEWARK ELECTRONICS-IL	
FLORIDA DETROIT DIESEL	
CAVIN'S BUSINESS SOLUTIONS, LLC	
COMCAST	
PLYMOUTH SPRING COMPANY INC	
MARMON KEYSTONE TUBE	
PRECISION MEDICAL	
MARK METALS	
UNITED WAY OF LANCASTER	
CERTIFIED SLINGS INC	
CHIEF MIKE KENNEDY	
US BANK OFFICE EQUIPMENT FINANCE SERVICES	
SOUTHEAST POWER SYSTEMS OF ORLANDO INC	
PACBRAKE COMPANY	
CIGNA	
METAL SUPERMARLETS (BUFFALO)	
LETHBRIDGE IRON WORKS CO. LTD	

Vendor Name	Preference
ARVIN RIDE CONTROL PRODUCTS	
NEBRASKA MOTOR VEHICLE IND LIC BOARD	
TORCA PRODUCTS INC	
ACTION COUPLING & EQUIPMENT INC	
TRANSPORT SERVICES & BRAKE SALES	
FORMS IN A WINK	
CARROLL MARK SIGNS & GRAPHICS	
FLAGLER EMERGENCY SERVICES, LLC	
DOLORES BANKERT	
AMERICAN METAL PRODUCTS	
CCI ENTERPRISES INC	
BOWEN'S SALES & SHARPENING	
RHODE ISLAND MOTOR VEHICLE DLR LIC COMM	
PRO AUTO INTERIOR REPAIRS	
OPTRONICS INC	
YORK LADDER	
SOUTHSIDE TRAILER SERVICE INC	
ART SYSTEMS OF FLORIDA	
BREATHING AIR SYSTEMS	
ACC CLIMATE CONTROL	
VISUAL SOUND COMPANY	
SUNDRAM FASTENERS LTD	
OCCUPATIONAL HEALTH CENTERS OF SW PA PC	
POSITRON CORP	
ERIC ANDERSON	
AMAZON HOSE & RUBBER	
HIGH FOOD SERVICES LTD	
IOTA ENGINEERING	
SOUTHCO INC	
IOWA METAL SPINNERS	
PA DEPT OF LABOR & INDUS	
ASTRO MANUFACTURIGN & DESIGN	
SAIA COMMUNICATIONS INC	
OEM CONTROLS INC	
COPYTRONICS INC	
MCPC COMPUTER PRODUCTS & CONSULTING	
NYS DEPARTMENT of ENVIRONMENTAL CONSERVATION	
HEHR INTERNATIONAL	
POLYGON COMPANY	
ISSPRO INC	
A.J.G LOCKSMITH	
SUB-CITY ELECTRICAL, INC	
LAB SAFETY SUPPLY	
ERIE COUNTY WATER AUTHORITY	
PORTLAND POLICE ALARM ADMINISTRATION	
HILL MANUFACTURING	
A. DUJE PYLE INC	
BOWEN MACHINE CO INC	
CE SUPPLY INC.	
SAM'S CLUB/GECF	
WASTE INDUSTRIES	
DEPARTMENT OF FINANCIAL INSTITUTIONS	
PITNEY BOWES INC	
C.R. LAURENCE CO INC	
NEW YORK DEPARTMENT OF STATE	
FLORIDA STATE MOTOR VEHICLE DIV	
INDIANA MILLS MFG.	
BUYERS PRODUCTS COMPANY	
HARNDEN TRANSPORT INC	
PHILLIPS INDUSTRIES COMMERCIAL VEHICLE	
CENTRAL TRANSPORT INTERNATIONAL INC	
WAGNER E R MFG CO ENGINEERED PROD DIV	
INDUSTRIAL POWER SALES INC	
NEWARK ELECTRONICS-NC	
CAROLINA OFFICE SYSTEMS	
PROLIFT	
HOME DEPOT 32-2004730739	
ARIZONA CORPORATION COMMISSION	
AUTOMOTIVE RENTALS INC	
TRUCK-LITE CO INC	
Total	13,062,815